

NATIONAL RETAIL PROPERTIES, INC.  
Form 8-K  
May 23, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 22, 2014

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NATIONAL RETAIL PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

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Maryland (State or other jurisdiction of incorporation)	001-11290 (Commission File Number)	56-1431377 (IRS Employer Identification No.)
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450 South Orange Avenue Suite 900 Orlando, Florida (Address of principal executive offices)	32801  (Zip Code)
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Registrant's telephone number, including area code (407) 265-7348

Not applicable  
(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 22, 2014, National Retail Properties, Inc. (the "Company") held its 2014 annual meeting of stockholders (the "Annual Meeting"). The matters submitted to the Company's stockholders for a vote included (a) the election of nine directors, (b) an advisory vote on executive compensation and (c) the ratification of the selection of the Company's independent registered public accounting firm for 2014. The results of such votes are set forth herein.

## Proposal 1: Election of Directors

The nine nominees for the Board of Directors were elected to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified. The tabulation of votes was as follows:

Nominee	For	Abstain	Broker Non-Votes
Don DeFosset	91,292,147	1,173,045	18,246,740
David M. Fick	92,168,375	296,817	18,246,740
Edward J. Fritsch	92,159,301	305,891	18,246,740
Kevin B. Habicht	88,199,623	4,265,569	18,246,740
Richard B. Jennings	91,742,873	722,319	18,246,740
Ted B. Lanier	91,715,969	749,223	18,246,740
Robert C. Legler	91,716,990	748,202	18,246,740
Craig Macnab	90,897,233	1,567,959	18,246,740
Robert Martinez	91,701,491	763,701	18,246,740

There were no votes against the nominees with respect to Proposal 1.

## Proposal 2: An advisory vote on executive compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as set forth below:

For	Against	Abstain	Broker Non-Votes
89,052,417	2,946,370	466,405	18,246,740

## Proposal 3: Ratification of the Appointment of Ernst &amp; Young LLP as the Company's Independent Registered Public Accounting Firm

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014, was ratified as set forth below:

For	Against	Abstain
109,916,632	511,647	283,653

There were no broker non-votes with respect to Proposal 3.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL RETAIL PROPERTIES, INC.

By: /s/ Kevin B. Habicht  
Name: Kevin B. Habicht  
Title: Executive Vice President,  
Chief Financial Officer,  
Assistant Secretary, and Treasurer

Dated: May 23, 2014