

# Section 1: 8-K (FORM 8-K)

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

## FORM 8-K

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 14, 2019

### NATIONAL RETAIL PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-11290**  
(Commission  
File Number)

**56-1431377**  
(IRS Employer  
Identification No.)

**450 South Orange Avenue**  
**Suite 900**  
**Orlando, Florida**

(Address of principal executive offices)

**32801**  
(Zip Code)

Registrant's telephone number, including area code **(407) 265-7348**

Not applicable

(Former name or former address, if changed since last report.)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Common Stock, \$0.01 par value	NNN	New York Stock Exchange
5.700% Series E Preferred Stock, \$0.01 par value	NNN/PE	New York Stock Exchange
5.200% Series F Preferred Stock, \$0.01 par value	NNN/PF	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 14, 2019, National Retail Properties, Inc. (the “Company”) held its 2019 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 2019. 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:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
<b>Pamela K. M. Beall</b>	134,205,189	1,333,389	12,964,913
<b>Steven D. Cosler</b>	135,039,112	499,466	12,964,913
<b>Don DeFosset</b>	131,665,092	3,873,486	12,964,913
<b>David M. Fick</b>	135,038,667	499,911	12,964,913
<b>Edward J. Fritsch</b>	133,421,233	2,117,345	12,964,913
<b>Kevin B. Habicht</b>	122,969,970	12,568,608	12,964,913
<b>Betsy D. Holden</b>	135,092,768	445,810	12,964,913
<b>Sam L. Susser</b>	134,170,632	1,367,946	12,964,913
<b>Julian E. Whitehurst</b>	135,049,989	488,589	12,964,913

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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
131,945,730	3,174,503	418,345	12,964,913

**Proposal 3: Ratification of the Appointment of Ernst & 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, 2019, was ratified as set forth below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
147,100,164	1,135,783	267,544

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 15, 2019

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