

EQUITY RESIDENTIAL
Form 8-K
June 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): June 12, 2014

EQUITY RESIDENTIAL

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

1-12252
(Commission File Number)

13-3675988
(IRS Employer

Identification Number)

Two North Riverside Plaza

Suite 400, Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

Registrant's telephone number, including area code (312) 474-1300

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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

On June 12, 2014, Equity Residential (the Company) held its 2014 Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders:

Elected all eleven nominees for Trustees to a one-year term;

Ratified the appointment of Ernst & Young LLP as the independent auditor for 2014; and

On an advisory basis, approved the executive compensation set forth in the Company's Proxy Statement for the Annual Meeting (the Proxy Statement).

The following are the final voting results for each of the three proposals presented at the Annual Meeting:

Proposal 1 Election of Trustees:

| Nominee | For | Withheld |
|---------------------|-------------|-----------|
| John W. Alexander | 314,619,058 | 5,327,715 |
| Charles L. Atwood | 314,631,650 | 5,315,123 |
| Linda Walker Bynoe | 313,212,094 | 6,734,679 |
| Mary Kay Haben | 316,514,028 | 3,432,745 |
| Bradley A. Keywell | 316,711,398 | 3,235,375 |
| John E. Neal | 314,887,986 | 5,058,787 |
| David J. Neithercut | 318,149,511 | 1,797,262 |
| Mark S. Shapiro | 313,051,248 | 6,895,525 |
| Gerald A. Spector | 313,968,202 | 5,978,571 |
| B. Joseph White | 314,652,270 | 5,294,503 |
| Samuel Zell | 310,329,855 | 9,616,918 |

There were 10,544,700 broker non-votes with respect to Proposal 1.

Proposal 2 Ratification of the selection of Ernst & Young LLP:

| | |
|---------|-------------|
| For | 324,817,781 |
| Against | 5,453,328 |
| Abstain | 220,364 |

Proposal 3 Approval, on an advisory basis, of the executive compensation in the Proxy Statement:

| | |
|------------------|-------------|
| For | 191,452,331 |
| Against | 128,033,476 |
| Abstain | 460,966 |
| Broker Non-Votes | 10,544,700 |

SIGNATURES

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.

EQUITY RESIDENTIAL

Date: June 12, 2014

By: /s/ Bruce C. Strohm

Name: Bruce C. Strohm

Its: Executive Vice President and General Counsel