

Apollo Commercial Real Estate Finance, Inc.  
Form 8-K  
May 10, 2011

**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 4, 2011

**Apollo Commercial Real Estate Finance, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of incorporation)

**001-34452**  
(Commission

File Number)

**27-0467113**  
(IRS Employer

Identification No.)

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**c/o Apollo Global Management, LLC**

**9 West 57th Street, 43rd Floor**

**New York, New York**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (212) 515-3200**

**10019**  
(Zip Code)

**n/a**

**(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.**

(a) Apollo Commercial Real Estate Finance, Inc. s (the Company ) Annual Meeting of Stockholders (the Annual Meeting ) was held on May 4, 2011, at which 15,581,136 shares of the Company s common stock were represented in person or by proxy representing approximately 88.77% of the issued and outstanding shares of the Company s common stock entitled to vote.

(b) At the Annual Meeting, the Company s stockholders (i) elected the seven directors named below for a term expiring in 2012; (ii) ratified the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2011; (iii) approved, on an advisory basis, the compensation of the Company s named executive officers; and (iv) approved, on an advisory basis, the frequency of future stockholder advisory votes on the compensation of the Company s named executive officers. The proposals are described in detail in the Company s 2011 Proxy Statement. The final results for the votes regarding each proposal are set forth below.

(i) The voting results with respect to the election of each director were as follows:

| Name               | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|-----------|----------------|------------------|
| Douglas D. Abbey   | 8,315,683 | 234,451        | 7,031,002        |
| Joseph F. Azrack   | 8,286,602 | 263,532        | 7,031,002        |
| Mark C. Biderman   | 8,313,783 | 236,351        | 7,031,002        |
| Alice Connell      | 8,313,041 | 237,093        | 7,031,002        |
| Eric L. Press      | 7,593,306 | 956,828        | 7,031,002        |
| Michael Salvati    | 8,315,679 | 234,455        | 7,031,002        |
| Henry R. Silverman | 8,170,354 | 379,780        | 7,031,002        |

(ii) The voting results with respect to the ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2011 were as follows:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 15,418,920 | 116,185       | 46,031  | 0                |

(iii) The voting results with respect to the approval, on an advisory basis, of the compensation of the Company s named executive officers were as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 8,178,503 | 224,712       | 146,919 | 7,031,002        |

(iv) The voting results with respect to the approval, on an advisory basis, of the frequency of holding future stockholder advisory votes on the compensation of the Company s named executive officers were as follows:

| 1 Year    | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|-----------|---------|-----------|---------|------------------|
| 5,021,169 | 78,214  | 3,330,536 | 120,215 | 7,031,002        |

**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.

**Apollo Commercial Real Estate Finance, Inc.**

By: /s/ Stuart A. Rothstein  
Name: Stuart A. Rothstein

Title: Chief Financial Officer

Date: May 10, 2011