

Edgar Filing: Digital Realty Trust, Inc. - Form 8-K

Digital Realty Trust, Inc.
Form 8-K
August 16, 2016

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): August 10, 2016

DIGITAL REALTY TRUST, INC.
(Exact name of registrant as specified in its charter)

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|---|--------------------------------|--|
| Maryland | 001-32336 | 26-0081711 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

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| Four Embarcadero Center, Suite 3200 San Francisco, California (Address of principal executive offices) (415) 738-6500 (Registrant's telephone number, including area code) | 94111 (Zip Code) |
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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:

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On August 10, 2016, our Board of Directors elected Afshin Mohebbi as an independent director to our Board of Directors to serve until our 2017 Annual Meeting of Stockholders and until his successor is duly elected and qualifies. The committees of our Board of Directors on which Mr. Mohebbi will serve have not yet been determined.

There are no arrangements or understandings between Mr. Mohebbi and any other person pursuant to which Mr. Mohebbi was selected as our director. There are no transactions in which Mr. Mohebbi has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Pursuant to our 2014 Incentive Award Plan, as amended, as of the date of election to our Board of Directors, Mr. Mohebbi received a fully vested award of profits interest units of our subsidiary operating partnership Digital Realty Trust, L.P., representing a pro rata portion of our \$145,000 annual non-employee director equity award. Mr. Mohebbi is eligible to receive an annual equity award with a value of \$145,000, payable in fully vested profits interest units or shares of our common stock at his election, at each Annual Meeting of Stockholders following his election if he continues to serve as an independent director immediately following such meeting. Mr. Mohebbi will receive an annual fee of \$75,000 for serving on our Board of Directors, and will also be compensated for service on any committees of our Board of Directors on which he serves. We expect to enter into our standard form of indemnification agreement for officers and directors with Mr. Mohebbi.

On August 10, 2016, our Board of Directors also approved an amendment to our 2014 Incentive Award Plan to increase the value of the annual non-employee director equity award from \$125,000 to \$145,000.

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.

Digital Realty Trust, Inc.

By: /s/ JOSHUA A. MILLS

Joshua A. Mills

Senior Vice President, General Counsel

and Secretary

Date: August 16, 2016