

EQUITY LIFESTYLE PROPERTIES INC
Form 8-K
May 12, 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: May 11, 2011
(Date of earliest event reported)
EQUITY LIFESTYLE PROPERTIES, INC.
(Exact name of registrant as specified in its charter)**

Maryland
(State or other jurisdiction of
incorporation or organization)

1-11718
(Commission File No.)

36-3857664
(IRS Employer Identification
Number)

Two North Riverside Plaza, Chicago, Illinois
(Address of principal executive offices)

60606
(Zip Code)

(312) 279-1400
(Registrant's telephone number, including area code)

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 11, 2011, Equity LifeStyle Properties, Inc. (the Company) held its 2011 Annual Meeting of Stockholders. Stockholders holding 28,976,972 Shares of Common stock (being the only class of shares entitled to vote at the meeting), or 92.9%, of the Company's 31,191,857 outstanding Shares of Common stock as of the record date for the meeting, attended the meeting or were represented by proxy. The Company's stockholders voted on four matters presented at the meeting each of which is discussed in more detail in our Proxy Statement on Schedule 14-A and which received the requisite number of votes to pass. The matters submitted for a vote and the related results of the stockholders' votes were as follows:

Proposal No. 1: Election of eight directors to terms expiring in 2012. A plurality of the votes cast was required for the election of directors.

| DIRECTOR | FOR | WITHHELD | BROKER NON-VOTES |
|------------------|------------|-----------------|-----------------------------|
| Philip Calian | 27,792,141 | 11,192 | 1,173,639 |
| David Contis | 25,828,276 | 1,975,057 | 1,173,639 |
| Thomas Dobrowski | 27,522,061 | 281,272 | 1,173,639 |
| Thomas Heneghan | 27,588,327 | 215,006 | 1,173,639 |
| Sheli Rosenberg | 25,445,714 | 2,357,619 | 1,173,639 |
| Howard Walker | 27,584,218 | 219,115 | 1,173,639 |
| Gary Waterman | 27,491,212 | 312,121 | 1,173,639 |
| Samuel Zell | 24,361,450 | 3,441,883 | 1,173,639 |

Proposal No. 2: Approval to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2011. A majority of the votes cast was required for approval.

| | FOR | AGAINST | WITHHELD | BROKER NON-VOTES |
|--------------|------------|----------------|-----------------|-----------------------------|
| Total Shares | 28,940,615 | 31,973 | 4,384 | |

Proposal No. 3: Non-binding advisory vote for approval of executive compensation.

| | FOR | AGAINST | WITHHELD | BROKER NON-VOTES |
|--------------|------------|----------------|-----------------|-----------------------------|
| Total Shares | 27,004,385 | 797,096 | 1,852 | 1,173,639 |

Proposal No. 4: Non-binding advisory vote for approval on frequency of stockholders votes on executive compensation.

| | ONE YEAR | TWO YEARS | THREE YEARS | WITHHELD | BROKER NON-VOTES |
|--------------|-----------------|----------------------|------------------------|-----------------|-----------------------------|
| Total Shares | 25,619,385 | 12,584 | 2,168,371 | 2,993 | 1,173,639 |

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 thereunto duly authorized.

**EQUITY LIFESTYLE PROPERTIES,
INC.**

By: /s/ Thomas Heneghan
Thomas Heneghan
President and Chief Executive Officer

By: /s/ Michael Berman
Michael Berman
Executive Vice President and
Chief Financial Officer

Date: May 12, 2011