

COHEN & STEERS INC  
Form 8-K  
May 13, 2013

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

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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 8, 2013

Cohen & Steers, Inc.  
(Exact Name of Registrant as Specified in its Charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Delaware<br>(State or other Jurisdiction<br>of Incorporation) | 001-32236<br>(Commission File Number) | 14-1904657<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 280 Park Avenue, New York, New York<br>(Address of Principal Executive Offices) | 10017<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (212) 832-3232

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

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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.

(b) and (c) Effective May 13, 2013, the Board of Directors of Cohen & Steers, Inc. (the “Company”) appointed Elena Dulik to the role of chief accounting officer.

Prior to joining the Company as a senior vice president in the Company’s finance department in April 2013, Ms. Dulik had been employed by Deloitte & Touche LLP since 1992, most recently as an audit director in the asset management practice in Deloitte & Touche LLP’s New York office since 2006. Ms. Dulik, age 47, is licensed as a CPA in the State of New York.

In her role as chief accounting officer, Ms. Dulik will also serve as the Company’s principal accounting officer. Concurrent with the effectiveness of Ms. Dulik’s appointment, Matthew S. Stadler, will relinquish his role as the Company’s acting principal accounting officer. Mr. Stadler will continue in his role as Executive Vice President and Chief Financial Officer of the Company.

(e) At the annual meeting of shareholders of the Company held on May 8, 2013 (the “Annual Meeting”), the Company’s shareholders approved the Amended and Restated Cohen & Steers, Inc. Stock Incentive Plan (the “Stock Incentive Plan”), which was amended to (i) extend the term of the Stock Incentive Plan for an additional ten years through May 8, 2023 and (ii) increase the number of shares of common stock with respect to which awards may be granted under the Stock Incentive Plan by 2,000,000 shares. At the Annual Meeting, the Company’s shareholders also approved the Amended and Restated Cohen & Steers, Inc. Annual Incentive Plan (the “Annual Incentive Plan”), which was amended to extend the term of the Annual Incentive Plan indefinitely. Finally, at the Annual Meeting, the Company’s shareholders approved the Amended and Restated Cohen & Steers, Inc. Employee Stock Purchase Plan (the “ESPP”), which was amended to (i) extend the term of the ESPP for a term as determined by the Company’s Board of Directors and (ii) increase the number of shares of common stock that may be issued under the ESPP by 100,000 shares. A more detailed description of the terms of the Stock Incentive Plan, the Annual Incentive Plan and ESPP can be found on pages 42 through 52 in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2013, which pages are incorporated herein by reference. A copy of each of the Stock Incentive Plan, Annual Incentive Plan, and ESPP, as approved by the shareholders and adopted by the Company, is filed as Exhibit 10.1, 10.2 and 10.3 hereto and incorporated herein by reference.

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

(a) The annual meeting of shareholders of the Company was held on May 8, 2013.

(b) The shareholders (i) elected all the Company’s nominees for director, (ii) approved the Amended and Restated Cohen & Steers, Inc. Stock Incentive Plan, (iii) approved the Amended and Restated Cohen & Steers, Inc. Annual Incentive Plan, (iv) approved the Amended and Restated Cohen & Steers, Inc. Employee Stock Purchase Plan, (v) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2013, and (vi) approved, in a non-binding vote, the compensation of the Company’s named executive officers. The final number of votes cast for, against or abstained, as well as the number of broker non-votes with respect to each matter are set forth below.

## (i) Election of Directors:

| Nominees            | Aggregate Votes |         |           | Broker Non-Votes |
|---------------------|-----------------|---------|-----------|------------------|
|                     | For             | Against | Abstained |                  |
| Martin Cohen        | 41,422,512      | 98,316  | 47,308    | 1,622,425        |
| Robert H. Steers    | 41,421,537      | 99,291  | 47,308    | 1,622,425        |
| Peter L. Rhein      | 41,283,245      | 261,461 | 23,430    | 1,622,425        |
| Richard P. Simon    | 41,145,795      | 398,911 | 23,430    | 1,622,425        |
| Edmond D. Villani   | 41,282,345      | 262,361 | 23,430    | 1,622,425        |
| Bernard B. Winograd | 41,282,448      | 262,258 | 23,430    | 1,622,425        |

## (ii) Approval of the Amended and Restated Cohen &amp; Steers, Inc. Stock Incentive Plan:

| Aggregate Votes |           |           |                  |
|-----------------|-----------|-----------|------------------|
| For             | Against   | Abstained | Broker Non-Votes |
| 38,509,216      | 1,775,888 | 1,283,032 | 1,622,425        |

## (iii) Approval of the Amended and Restated Cohen &amp; Steers, Inc. Annual Incentive Plan:

| Aggregate Votes |         |           |                  |
|-----------------|---------|-----------|------------------|
| For             | Against | Abstained | Broker Non-Votes |
| 41,210,765      | 325,873 | 31,498    | 1,622,425        |

## (iv) Approval of the Amended and Restated Cohen &amp; Steers, Inc. Employee Stock Purchase Plan:

| Aggregate Votes |         |           |                  |
|-----------------|---------|-----------|------------------|
| For             | Against | Abstained | Broker Non-Votes |
| 41,469,730      | 57,034  | 41,372    | 1,622,425        |

## (v) Ratification of Appointment of Deloitte &amp; Touche LLP:

| Aggregate Votes |         |           |                  |
|-----------------|---------|-----------|------------------|
| For             | Against | Abstained | Broker Non-Votes |
| 42,924,466      | 245,673 | 20,422    | N/A              |

(vi) Approval, by non-binding vote, of the compensation of the named executive officers:

| Aggregate Votes |         |           |                  |
|-----------------|---------|-----------|------------------|
| For             | Against | Abstained | Broker Non-Votes |
| 39,697,484      | 396,424 | 1,474,228 | 1,622,425        |

With respect to the preceding matters, holders of our common stock are entitled to one vote per share.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 10.1           | Amended and Restated Cohen & Steers, Inc. Stock Incentive Plan   |
| 10.2           | Amended and Restated Cohen & Steers, Inc. Annual Incentive Plan  |
| 10.3           | Amended and Restated Cohen & Steers, Inc. Employee Stock Purchase Plan   |
| 99.1           | The sections entitled “Item 2: the approval of the Amended and Restated Stock Incentive Plan”, “Item 3: the approval of the Amended and Restated Annual Incentive Plan” and “Item 4: the approval of the Amended and Restated ESPP” appearing on pages 42-52 of the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2013 are incorporated herein by reference. |

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.

Cohen & Steers, Inc.  
(Registrant)

Date: May 13, 2013

By: /s/ Salvatore Rappa  
Name: Salvatore Rappa  
Title: Senior Vice President and Assistant Secretary