

Paramount Group, Inc.  
Form 8-K  
May 20, 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):**

**May 19, 2016**

**PARAMOUNT GROUP, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-36746**  
**(Commission**  
  
**File Number)**

**32-0439307**  
**(IRS Employer**  
  
**Identification No.)**

**1633 Broadway, Suite 1801**

**New York, New York**  
**(Address of Principal Executive offices)**

**10019**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 237-3100**

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 Instructions A.2.):

- 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 May 19, 2016, Paramount Group, Inc. (the Company) held its annual meeting of stockholders in New York, New York (the Annual Meeting). As of the record date, there were a total of 213,036,508 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. The following is a brief description of each matter voted upon at the Annual Meeting and a statement of the number of votes cast for or against, and the number of abstentions and broker non-votes with respect to each matter, as applicable.

*Proposal 1.* Votes regarding the election of the persons named below as directors for a term expiring at the annual meeting of stockholders in 2017 and until their respective successors have been duly elected and qualified or until their earlier resignation or removal, were as follows:

| <b>Names of Directors</b> | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------------|-------------|----------------|----------------|-------------------------|
| Albert Behler             | 177,316,592 | 1,192,931      | 1,200,610      | 2,312,432               |
| Thomas Armbrust           | 176,638,939 | 1,870,585      | 1,200,609      | 2,312,432               |
| Martin Bussmann           | 178,157,906 | 350,516        | 1,201,711      | 2,312,432               |
| Dan Emmett                | 178,006,213 | 503,310        | 1,200,610      | 2,312,432               |
| Lizanne Galbreath         | 176,472,339 | 2,036,286      | 1,201,508      | 2,312,432               |
| Karin Klein               | 178,157,023 | 351,399        | 1,201,711      | 2,312,432               |
| Peter Linneman            | 161,120,355 | 17,389,172     | 1,200,606      | 2,312,432               |
| David O Connor            | 178,100,755 | 408,774        | 1,200,604      | 2,312,432               |
| Katharina Otto-Bernstein  | 176,006,699 | 2,502,824      | 1,200,610      | 2,312,432               |

Based on the votes set forth above, each of the foregoing persons was duly elected to serve as a director for a term expiring at the annual meeting of stockholders in 2017 and until the directors' successors have been duly elected and qualified or until a given director's earlier resignation or removal.

*Proposal 2.* Votes regarding a non-binding, advisory resolution approving the compensation of the Company's named executive officers, were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 173,609,142 | 4,680,445      | 1,420,546      | 2,312,432               |

Based on the votes set forth above, the non-binding, advisory resolution approving the compensation of the Company's named executive officers was approved by the Company's stockholders.

*Proposal 3.* Votes regarding a non-binding, advisory proposal regarding the frequency of holding non-binding, advisory votes on the compensation of the Company's named executive officers, were as follows:

| <b>Every Year</b> | <b>Every 2 Years</b> | <b>Every 3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|----------------------|----------------------|----------------|-------------------------|
| 166,829,802       | 5,305                | 12,661,074           | 213,952        | 2,312,432               |

Based on the votes set forth above, the Company's stockholders approved, on a non-binding, advisory basis, a frequency of every year for the non-binding, advisory vote on the compensation of the Company's named executive officers. As recommended by the Company's board of directors and approved by the stockholders, the Company intends to hold a non-binding, advisory vote on the compensation of the Company's named executive officers every year until the next required advisory vote on the frequency of holding the non-binding, advisory vote on the

compensation of the Company's named executive officers.

*Proposal 4.* Votes regarding the ratification of the audit committee's appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2016, were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 179,173,083 | 1,646,216      | 1,203,266      |

Based on the votes set forth above, the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company to serve for the fiscal year ending December 31, 2016 was duly ratified by the Company's stockholders.

**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.

**PARAMOUNT GROUP, INC.**

By: /s/ Gage Johnson

Name: Gage Johnson

Title: Senior Vice President, General Counsel  
and Secretary

Dated: May 20, 2016