

Cogdell Spencer 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**

**COGDELL SPENCER INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**001-32649**

**20-3126457**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**4401 Barclay Downs Drive,  
Suite 300 Charlotte, North Carolina**

**28209**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(704) 940-2900**

(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:

- 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 4, 2011, Cogdell Spencer Inc. (the **Company**) held its 2011 Annual Meeting of Stockholders (the **Annual Meeting**) at the Renaissance Charlotte SouthPark Hotel, Queen Victoria room, located at 5501 Carnegie Boulevard, Charlotte, North Carolina 28209. The final voting results for each of the proposals submitted to a vote of security holders at the Annual Meeting are set forth below.

**Proposal 1.** The election of seven members to the board of directors, each to serve until the 2012 annual meeting of stockholders and until his successor is duly elected and qualifies.

|                              | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-votes</b> |
|------------------------------|------------------|-----------------------|-------------------------|
| Raymond W. Braun             | 38,090,984       | 1,447,002             | 4,875,438               |
| John R. Georgius             | 36,729,275       | 2,808,711             | 4,875,438               |
| Richard B. Jennings          | 38,211,924       | 1,326,062             | 4,875,438               |
| Christopher E. Lee           | 35,210,118       | 4,327,868             | 4,875,438               |
| David J. Lubar               | 37,919,910       | 1,618,076             | 4,875,438               |
| Richard C. Neugent           | 37,797,990       | 1,739,996             | 4,875,438               |
| Randolph D. Smoak, Jr., M.D. | 36,547,852       | 2,990,134             | 4,875,438               |

**Proposal 2.** The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 43,043,009       | 1,364,515            | 5,900              |                         |

**Proposal 3.** The approval, in a non-binding advisory vote, of the compensation of the Company's named executive officers, as disclosed in the Company's 2011 Proxy Statement.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 33,094,779       | 6,399,884            | 43,323             | 4,875,438               |

**Proposal 4.** The approval, in a non-binding advisory vote, of the frequency of holding future non-binding advisory votes on executive compensation.

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|---------------|----------------|----------------|--------------------|-------------------------|
| 35,898,591    | 450,371        | 3,053,892      | 135,132            | 4,875,438               |

In light of the Company's stockholders' vote on Proposal 4, the board of directors has determined that the Company will hold an advisory vote on executive compensation on an annual basis until the next required vote on the frequency of stockholder votes on executive compensation.

**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.

**COGDELL SPENCER INC.**

By: /s/ Charles M. Handy  
Charles M. Handy  
Chief Financial Officer

Dated: May 10, 2011