

COHEN & STEERS INC  
Form 8-K  
May 12, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 8, 2014

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

Delaware (State or other Jurisdiction of Incorporation)	001-32236 (Commission File Number)	14-1904657 (IRS Employer Identification No.)
---	---------------------------------------	--

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

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

---

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

On May 8, 2014, Cohen & Steers, Inc. (the “Company”) held its 2014 Annual Meeting of Shareholders (the “Annual Meeting”). At the Annual Meeting, each shareholder of record of common stock of the Company on March 14, 2014 was entitled to vote at the Annual Meeting. Each shareholder was entitled to one vote per share of common stock. A total of 43,326,469 shares of common stock (96.85% of all such shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting in person or by proxy.

At the Annual Meeting, the shareholders of the Company (i) elected the six director nominees to the board of directors of the Company to serve until the 2015 Annual Meeting of Shareholders and until their successors are elected and qualified, (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014, and (iii) approved, by a non-binding advisory vote, the compensation of the Company’s named executive officers. Set forth below are the final voting results with respect to each matter submitted to a vote of the shareholders.

(i) Election of Nominees for Director:

Nominees	Aggregate Votes			Broker Non-Votes
	For	Against	Abstained	
Martin Cohen	40,533,732	333,423	6,127	2,453,187
Robert H. Steers	40,814,262	51,272	7,748	2,453,187
Peter L. Rhein	40,229,017	639,727	4,538	2,453,187
Richard P. Simon	39,734,167	1,134,577	4,538	2,453,187
Edmond D. Villani	40,224,411	644,332	4,539	2,453,187
Frank T. Connor	40,832,972	35,772	4,538	2,453,187

(ii) Ratification of Appointment of Deloitte & Touche LLP:

Aggregate Votes	Against	Abstained	Broker Non-Votes
For 43,080,754	243,959	1,756	N/A

(iii) Approval, by non-binding advisory vote, of the compensation of the Company's named executive officers:

Aggregate Votes			
For	Against	Abstained	Broker Non-Votes
36,803,555	2,854,048	1,215,679	2,453,187

3

---

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.

Cohen & Steers, Inc.  
(Registrant)

Date: May 12, 2014

By: /s/ Adam Johnson  
Name: Adam Johnson  
Title: Senior Vice President, Associate General  
Counsel and Assistant Secretary