

CubeSmart  
Form 8-K  
May 28, 2015

**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 28, 2015 (May 27, 2015)**

**CUBESMART  
CUBESMART, L.P.**

(Exact Name of Registrant as Specified in Charter)

**Maryland  
(CubeSmart)  
Delaware  
(CubeSmart, L.P.)**  
(State or Other Jurisdiction of  
Incorporation)

**001-32324  
000-54662**  
(Commission File Number)

**20-1024732  
34-1837021**  
(IRS Employer Identification  
Number)

**5 Old Lancaster Road, Malvern, Pennsylvania 19355**

(Address of Principal Executive Offices)

**(610) 535-5700**

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(Registrant's telephone number, including area code)

**Not Applicable**

(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 (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 27, 2015, CubeSmart (the Company) held its 2015 Annual Meeting of Common Shareholders. At the Annual Meeting, the Company's shareholders voted on: (1) the election of eight trustees, (2) a proposal to amend the Company's current Declaration of Trust (the Declaration of Trust) to increase the number of authorized common shares of beneficial interest (common shares) from 200,000,000 to 400,000,000, (3) a proposal to amend the Declaration of Trust to simplify the ownership limitation provisions, (4) a proposal to amend the Declaration of Trust to increase the Ownership Limit pertaining to ownership of the common shares from 5.0% to 9.8%, (5) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2015, and (6) an advisory vote regarding the compensation of the Company's named executive officers. The voting results on these proposals were as follows:

**Proposal 1: Election of eight trustees.**

|                             | Votes For   | Withheld | Broker Non-Votes |
|-----------------------------|-------------|----------|------------------|
| William M. Diefenderfer III | 146,122,305 | 382,322  | 7,839,180        |
| Piero Bussani               | 146,124,478 | 380,149  | 7,839,180        |
| John W. Fain                | 146,128,399 | 376,228  | 7,839,180        |
| Marianne M. Keler           | 146,125,929 | 378,698  | 7,839,180        |
| Christopher P. Marr         | 146,125,899 | 378,728  | 7,839,180        |
| John F. Remondi             | 146,128,294 | 376,333  | 7,839,180        |
| Jeffrey F. Rogatz           | 146,125,099 | 379,528  | 7,839,180        |
| Deborah R. Salzberg         | 146,125,186 | 379,441  | 7,839,180        |

**Proposal 2: Proposal to amend the Declaration of Trust to increase the number of authorized common shares from 200,000,000 to 400,000,000.**

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 149,536,646 | 4,774,564     | 32,597      |

**Proposal 3: Proposal to amend the Declaration of Trust to simplify the ownership limitation provisions.**

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 146,446,047 | 43,309        | 15,271      | 7,839,180        |

**Proposal 4: Proposal to amend the Declaration of Trust to increase the Ownership Limit pertaining to ownership of the common shares from 5.0% to 9.8%.**

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 143,620,898 | 2,860,754     | 22,975      | 7,839,180        |

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**Proposal 5: Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 154,038,324      | 287,870              | 17,613             |

**Proposal 6: Advisory vote on the compensation of the Company's named executive officers.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 143,469,127      | 3,012,724            | 22,776             | 7,839,180               |

**Item 8.01**                      **Other Events.**

On May 27, 2015, the shareholders of the Company approved an amendment to the Declaration of Trust to (1) increase the number of authorized common shares of beneficial interest (the common shares ), (2) to simplify the ownership limitations, and (3) to increase the Ownership Limit pertaining to ownership of the common shares from 5.0% to 9.8%. The Articles of Amendment were filed with the Maryland State Department of Assessments and Taxation on May 27, 2015 and became effective on that date. The Articles of Amendment are attached hereto as Exhibit 99.1 and are incorporated herein by reference.

Also on May 27, 2015 and following the filing of the Articles of Amendment referred to above, the Company filed Articles of Restatement of the Declaration of Trust with Maryland State Department of Assessments and Taxation. The Articles of Restatement merely restate and consolidate, and do not further amend, the Declaration of Trust. The Articles of Restatement are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

**Item 9.01**                      **Financial Statements and Exhibits.**

(d)            *Exhibits*

| <b>Exhibit No.</b> |   |
|--------------------|---|
| 99.1               | Articles of Amendment to the Declaration of Trust   |
| 99.2               | Articles of Restatement of the Declaration of Trust |

**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.

**CUBESMART**

Date: May 28, 2015

By: /s/ Jeffrey P. Foster  
Name: Jeffrey P. Foster  
Title: Senior Vice President, Chief Legal Officer & Secretary

**CUBESMART, L.P.**

By: CUBESMART, its general partner

Date: May 28, 2015

By: /s/ Jeffrey P. Foster  
Name: Jeffrey P. Foster  
Title: Senior Vice President, Chief Legal Officer & Secretary

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Exhibit Title</b>                                |
|-----------------------|---|
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