

**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 18, 2023

**VORNADO REALTY TRUST
(Exact Name of Registrant as Specified in Charter)**

Maryland

(State or Other
Jurisdiction of Incorporation)

No. 001-11954

(Commission
File Number)

No. 22-1657560

(IRS Employer
Identification No.)

**VORNADO REALTY L.P.
(Exact Name of Registrant as Specified in Charter)**

Delaware

(State or Other
Jurisdiction of Incorporation)

No. 001-34482

(Commission
File Number)

No. 13-3925979

(IRS Employer
Identification No.)

**888 Seventh Avenue
New York, New York**

(Address of Principal Executive offices)

10019

(Zip Code)

Registrant's telephone number, including area code: (212) 894-7000

Former name or former address, if changed since last report: N/A

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))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Vornado Realty Trust	Common Shares of beneficial interest, \$.04 par value per share	VNO	New York Stock Exchange
	Cumulative Redeemable Preferred Shares of beneficial interest, liquidation preference \$25.00 per share:		
Vornado Realty Trust	5.40% Series L	VNO/PL	New York Stock Exchange
Vornado Realty Trust	5.25% Series M	VNO/PM	New York Stock Exchange
Vornado Realty Trust	5.25% Series N	VNO/PN	New York Stock Exchange
Vornado Realty Trust	4.45% Series O	VNO/PO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 18, 2023, Vornado Realty Trust (the “Company”) held its 2023 Annual Meeting of Shareholders (the “Meeting”). As of March 20, 2023, the record date for shareholders entitled to vote at the Meeting, there were 191,880,615 common shares of beneficial interest, par value \$0.04 per share (the “Shares”), outstanding and entitled to vote. Of the Shares entitled to vote at the Meeting, 165,743,479, or approximately 86% of the Shares, were present or represented by proxy. There were five matters presented and voted on. Set forth below is a brief description of each matter voted on, the voting results with respect to each such matter and other required information.

Proposal 1 – Election of 10 nominees to serve on the Board of Trustees for a one-year term expiring at the 2024 annual meeting of shareholders of the Company and until their respective successors are duly elected and qualified.

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Steven Roth	148,106,197	5,765,241	11,872,041
Candace K. Beinecke	139,725,578	14,145,860	11,872,041
Michael D. Fascitelli	148,734,770	5,136,668	11,872,041
Beatrice Hamza Bassey	151,946,122	1,925,316	11,872,041
William W. Helman IV	151,264,624	2,606,814	11,872,041
David M. Mandelbaum	142,452,691	11,418,747	11,872,041
Raymond J. McGuire	149,698,039	4,173,399	11,872,041
Mandakini Puri	151,203,407	2,668,031	11,872,041
Daniel R. Tisch	147,885,578	5,985,860	11,872,041
Russell B. Wight, Jr.	150,303,348	3,568,090	11,872,041

Proposal 2 – Ratification of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year 2023.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>
Votes Cast	161,742,771	3,563,084	437,624

Proposal 3 – Non-binding, advisory resolution on executive compensation.

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Votes Cast	118,710,055	34,997,233	164,150	11,872,041

Proposal 4 – Non-binding, advisory resolution on the frequency of executive compensation advisory votes.

	<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>
Votes Cast	151,647,783	52,129	1,998,349	173,177

Based on the votes set forth above, the shareholders recommended holding an advisory vote on executive officer compensation every year. In accordance with the shareholders’ recommendation, the Company has determined that an advisory vote on executive officer compensation will be conducted every year, until the next shareholder advisory vote on the frequency of the advisory vote on executive officer compensation.

Proposal 5 – Approval of the Company’s 2023 Omnibus Share Plan

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Votes Cast	131,495,738	22,252,322	123,378	11,872,041

Item 9.01. Financial Statements and Exhibits.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

