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## Section 1: 8-K (8-K)

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# 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 16, 2019**

### Walker & Dunlop, Inc.

(Exact name of registrant as specified in its charter)

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

**001-35000**  
(Commission File Number)

**80-0629925**  
(IRS Employer Identification No.)

**7501 Wisconsin Avenue**  
**Suite 1200E**  
**Bethesda, MD**  
(Address of Principal Executive Offices)

**20814**  
(Zip Code)

Registrant's telephone number, including area code: **(301) 215-5500**

**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:

- 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:

| <u>Title of each class</u>               | <u>Trading symbol</u> | <u>Name of each exchange on which registered</u> |
|--|-----------------------|--|
| Common stock, par value \$0.01 per share | WD                    | 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.

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

On May 16, 2019, Walker & Dunlop, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “2019 Annual Meeting”). There were 30,646,518 shares of common stock eligible to vote at the 2019 Annual Meeting. The following are the matters voted upon at the 2019 Annual Meeting and the final results of the votes on such matters:

## 1. Election of directors for a one-year term expiring at the 2020 Annual Meeting of Stockholders:

|                      | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-votes</b> |
|----------------------|------------------|-----------------------|-------------------------|
| Alan J. Bowers       | 24,185,408       | 776,204               | 2,762,230               |
| Ellen D. Levy        | 24,955,096       | 6,516                 | 2,762,230               |
| Michael D. Malone    | 24,261,057       | 700,555               | 2,762,230               |
| John Rice            | 24,128,846       | 832,766               | 2,762,230               |
| Dana L. Schmaltz     | 24,875,244       | 86,368                | 2,762,230               |
| Howard W. Smith, III | 24,954,141       | 7,471                 | 2,762,230               |
| William M. Walker    | 23,795,815       | 1,165,797             | 2,762,230               |
| Michael J. Warren    | 24,874,077       | 87,535                | 2,762,230               |

## 2. Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 27,466,776       | 239,978              | 17,088             | —                       |

## 3. Advisory resolution to approve executive compensation:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 24,637,602       | 289,738              | 34,272             | 2,762,230               |

## 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.

**Walker & Dunlop, Inc.**  
(Registrant)

Date: May 20, 2019

By: /s/ Richard M. Lucas  
Executive Vice President, General Counsel & Secretary

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