

ENTERTAINMENT PROPERTIES TRUST

Form 8-K

May 25, 2012

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 9, 2012

Entertainment Properties Trust
(Exact name of registrant as specified in its charter)

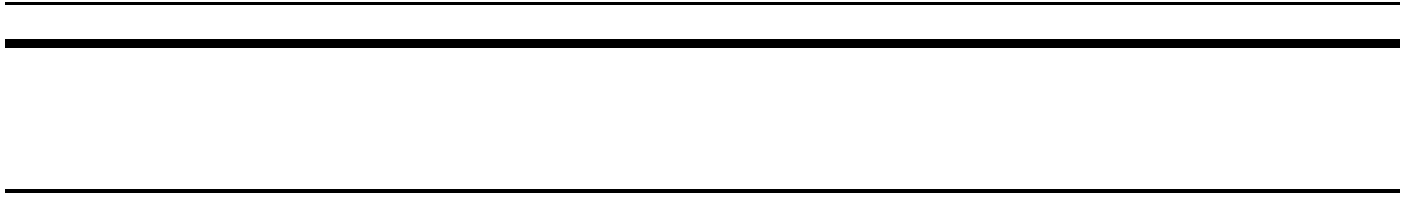
| | | |
|---|--|---|
| Maryland (State or other jurisdiction of incorporation) | 001-13561 (Commission File Number) | 43-1790877 (I.R.S. Employer Identification No.) |
|---|--|---|

909 Walnut Street, Suite 200
Kansas City, Missouri 64106
(Address of principal executive office)(Zip Code)

(816) 472-1700
(Registrant's telephone number, including area code)

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

At the annual meeting of shareholders of Entertainment Properties Trust (the "Company") held on May 9, 2012, the matters voted upon and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to such matters, were as stated below:

Proposal No. 1:

The following nominees for trustees were elected to serve three-year terms expiring in 2015:

| | For | Withheld | Broker Non-Votes |
|---------------------|------------|------------|------------------|
| Jack A. Newman, Jr. | 28,253,264 | 10,398,590 | 3,502,207 |
| James A. Olson | 28,246,522 | 10,405,332 | 3,502,207 |

Proposal No. 2:

The shareholders approved the compensation of the Company's named executive officers as presented in the Company's proxy statement on a non-binding, advisory basis:

| | |
|-----------------|------------|
| For | 36,372,582 |
| Against | 2,205,221 |
| Abstain | 74,051 |
| Broker Non-Vote | 3,502,207 |

Proposal No. 3:

The shareholders approved the performance goals under our 2007 Equity Incentive Plan for compliance with Internal Revenue Code Section 162(m):

| | |
|-----------------|------------|
| For | 33,970,617 |
| Against | 4,656,328 |
| Abstain | 24,909 |
| Broker Non-Vote | 3,502,207 |

Proposal No. 4:

The shareholders approved the performance goals under our Annual Performance-Based Incentive Plan for compliance with Internal Revenue Code Section 162(m):

| | |
|---------|------------|
| For | 36,887,384 |
| Against | 1,742,057 |
| Abstain | 22,413 |

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Broker Non-Vote

3,502,207

Proposal No. 5:

The shareholders approved the ratification of KPMG, LLP as the independent registered public accounting firm for the Company for 2012:

| | |
|-----------------|------------|
| For | 26,802,235 |
| Against | 15,327,601 |
| Abstain | 24,226 |
| Broker Non-Vote | 0 |

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.

ENTERTAINMENT PROPERTIES TRUST

| | |
|--------|---|
| By: | /s/ Mark A. Peterson |
| Name: | Mark A. Peterson |
| Title: | Senior Vice President, Treasurer and Chief Financial Officer |

Date: May 25, 2012