

SAUL CENTERS INC  
Form 8-K  
May 14, 2012

**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 4, 2012**

**Saul Centers, Inc.**

(Exact name of registrant as specified in its charter)

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

**1-12254**  
(Commission  
File Number)

**52-1833074**  
(IRS Employer  
Identification Number)

**7501 Wisconsin Avenue, Bethesda, Maryland**  
(Address of Principal Executive Offices)

**(301) 986-6200**

**20814**  
(Zip Code)

(Registrant's telephone number, including area code)

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**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))

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

On May 4, 2012, Saul Centers, Inc. (the Company) held its Annual Meeting of Stockholders, at which Philip D. Caraci, Gilbert M. Grosvenor, Philip C. Jackson Jr. and Mark Sullivan III, were reelected to the Board of Directors for three year terms expiring at the 2015 Annual Meeting. The terms of the remaining Board members did not expire as of the May 4, 2012 meeting and those individuals continue as directors of the Company. Holders of 18,602,050 shares of the Company's common stock voted in person at the meeting or by proxy (representing 96.8% of the 19,225,398 shares eligible to vote) as follows:

|                       | In Favor   | Withheld  | Not Voted |
|-----------------------|------------|-----------|-----------|
| Philip D. Caraci      | 16,084,009 | 1,038,753 | 1,479,288 |
| Gilbert M. Grosvenor  | 16,924,226 | 198,536   | 1,479,288 |
| Philip C. Jackson Jr. | 16,928,376 | 199,386   | 1,479,288 |
| Mark Sullivan III     | 16,952,961 | 170,071   | 1,479,288 |

The stockholders voted for the ratification of Ernst & Young as independent public accountants as follows:

| In Favor   | Opposed | Abstain |
|------------|---------|---------|
| 18,560,510 | 36,379  | 5,161   |

The stockholders voted to approve the Saul Organization's right to convert certain limited partnership units into shares of Common Stock.:

| In Favor   | Opposed | Abstain | Not Voted |
|------------|---------|---------|-----------|
| 16,937,881 | 167,850 | 17,031  | 1,479,288 |

**Item 8.01. Other Events.**

The Company posted on its web site, [www.saulcenters.com](http://www.saulcenters.com), a presentation given by management at the Company's annual meeting of stockholders. The presentation is Exhibit 99. (a) to this current report on Form 8-K.

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

99.(a) Annual Meeting Presentation.

**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.

**SAUL CENTERS, INC.**

By: */s/* SCOTT V. SCHNEIDER  
**Scott V. Schneider**  
**Senior Vice President and**

**Chief Financial Officer**

Dated: May 14, 2012

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                  |
|--------------------|---|
| 99. (a)            | Annual Meeting Presentation, delivered May 4, 2012. |