

**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 1, 2019

Federal Realty Investment Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-07533
(Commission
File Number)

52-0782497
(IRS Employer
Identification No.)

1626 East Jefferson Street, Rockville, Maryland
(Address of principal executive offices)

20852-4041
(Zip Code)

Registrant's telephone number including area code: 301/998-8100

| <u>Title of Each Class</u> | <u>Trading Symbol</u> | <u>Name of Each Exchange On Which Registered</u> |
|---|-----------------------|--|
| Common Shares of Beneficial Interest, \$.01 par value per share, with associated Common Share Purchase Rights | FRT | New York Stock Exchange |
| Depository Shares, each representing 1/1000 of a share of 5.00% Series C Cumulative Redeemable Preferred Stock, \$.01 par value per share | FRT-C | New York Stock Exchange |

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))

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 checkmark if the registrant has elected not 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.

The annual meeting of shareholders of the Trust was held on May 1, 2019 in North Bethesda, Maryland. The following table sets forth the matters presented for a vote by the shareholders and the voting results with respect to such matters:

| Matter | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------------|----------------------|--------------------|-------------------------|
| Proposal 1: Election of Trustees | | | | |
| Jon E. Bortz | 61,821,898 | 3,278,607 | 62,001 | 3,588,635 |
| David W. Faeder | 61,794,665 | 3,305,201 | 62,641 | 3,588,635 |
| Elizabeth I. Holland | 64,381,734 | 718,602 | 62,170 | 3,588,635 |
| Mark S. Ordan | 62,416,824 | 2,680,448 | 65,235 | 3,588,635 |
| Gail P. Steinel | 62,403,708 | 2,699,437 | 59,361 | 3,588,635 |
| Warren M. Thompson | 62,956,503 | 2,145,768 | 60,236 | 3,588,635 |
| Joseph S. Vassalluzzo | 61,710,230 | 3,384,766 | 67,509 | 3,588,635 |
| Donald C. Wood | 63,089,342 | 2,008,177 | 64,987 | 3,588,635 |
| Proposal 2: Advisory vote on the compensation of our named executive officers | 60,224,312 | 4,808,236 | 129,958 | 3,588,635 |
| Proposal 3: Ratification of the appointment of Grant Thornton LLP as the Trust's independent registered public accounting firm for the year ending December 31, 2019 | 68,014,515 | 662,771 | 73,855 | — |

SIGNATURE

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.

FEDERAL REALTY INVESTMENT TRUST

Date: May 3, 2019

By: /s/ Dawn M. Becker

Dawn M. Becker

Executive Vice President-General Counsel and Secretary