

**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 29, 2014 (May 22, 2014)**

**iStar Financial Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of  
incorporation)

**1-15371**

(Commission File  
Number)

**95-6881527**

(IRS Employer  
Identification Number)

**1114 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, New York**

(Address of principal executive offices)

**10036**

(Zip Code)

Registrant's telephone number, including area code: **(212) 930-9400**

**N/A**

(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 22, 2014, iStar Financial Inc. (the "Company") held its 2014 Annual Meeting of Shareholders in New York, New York for the purpose of: (i) electing six directors to its board of directors, (ii) approving the Company's 2013 Performance Incentive Plan, (iii) approving an amendment to the Company's 2009 Long-Term Incentive Plan and the performance-based provisions of such plan, (iv) ratifying the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2014 and (v) approving, on an advisory basis, the compensation of its named executive officers and other named officers. The final voting results for each of the proposals submitted to a vote of shareholders at the annual meeting are set forth below.

**Proposal 1. Election of Directors:** At the annual meeting, six directors were elected for terms expiring in 2015. For each nominee, the numbers of votes cast for, votes withheld and broker non-votes were as follows:

<u>Name of Nominees</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Jay Sugarman	56,948,531	1,211,959	19,541,250
Robert W. Holman, Jr.	57,242,737	917,753	19,541,250
Robin Josephs	57,312,841	847,649	19,541,250
John G. McDonald	55,704,742	2,455,748	19,541,250
Dale Ann Reiss	57,949,906	210,584	19,541,250
Barry W. Ridings	57,634,902	525,588	19,541,250

**Proposal 2. Approval of the Company's 2013 Performance Incentive Plan:** At the annual meeting, the shareholders approved the Company's 2013 Performance Incentive Plan and approved the performance-based provisions of such plan. The number of votes cast for and against the approval of the Company's 2013 Performance Incentive Plan and the performance-based provisions of such plan and the number of abstentions were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
55,520,406	2,427,977	212,107	19,541,250

**Proposal 3. Approval of the Amendment of the Company's 2009 Long-Term Incentive Plan:** At the annual meeting, the shareholders approved an amendment to the Company's 2009 Long-Term Incentive Plan. The number of votes cast for and against the approval of the amendment of the Company's 2009 Long-Term Incentive Plan and the number of abstentions were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
56,745,358	1,290,264	124,868	19,541,250

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**Proposal 4. Ratification of Independent Registered Public Accounting Firm:** At the annual meeting, the shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. The number of votes cast for and against the ratification of the selection of independent registered public accounting firm and the number of abstentions were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
77,192,196	444,993	64,551

**Proposal 5. Shareholder Advisory (Non-Binding) Vote on Executive Compensation:** At the annual meeting, the votes on a proposal to approve, on an advisory basis, the compensation of the Company's named executive officers were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
53,990,776	3,931,012	238,702	19,541,250

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

**iSTAR FINANCIAL INC.**

Date: May 29, 2014

By: /s/ Jay Sugarman  
 Jay Sugarman  
 Chairman and Chief Executive Officer

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