
**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 20, 2025**

COPT DEFENSE PROPERTIES

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

1-14023
(Commission File
Number)

23-2947217
(IRS Employer
Identification No.)

6711 Columbia Gateway Drive, Suite 300, Columbia, MD
(Address of principal executive offices)

21046
(Zip Code)

Registrant's telephone number, including area code: **(443) 285-5400**

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Shares of beneficial interest, \$0.01 par value | CDP | 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. ☐

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

On May 20, 2025, COPT Defense Properties (the “Company”) held its 2025 Annual Meeting of Shareholders. At such meeting, the shareholders voted on proposals relating to:

- the election of eight trustees, each for a one-year term;
- an advisory vote to approve the compensation of the Company’s named executive officers as disclosed in its proxy statement filed on March 31, 2025; and
- the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the current fiscal year.

The voting results at the meeting were as follows:

Proposal 1: Election of Trustees

| Name of Nominee | Shares For | Shares Against | Shares Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|-----------------|------------------|
| Robert L. Denton, Sr. | 98,009,855 | 6,005,019 | 39,474 | 2,206,610 |
| Stephen E. Budorick | 100,934,099 | 3,080,138 | 40,111 | 2,206,610 |
| Philip L. Hawkins | 100,652,836 | 3,361,871 | 39,641 | 2,206,610 |
| Letitia A. Long | 102,870,022 | 1,144,995 | 39,331 | 2,206,610 |
| Essye B. Miller | 103,407,376 | 327,114 | 319,858 | 2,206,610 |
| Raymond L. Owens | 103,773,875 | 240,999 | 39,474 | 2,206,610 |
| C. Taylor Pickett | 100,335,362 | 3,678,987 | 39,999 | 2,206,610 |
| Lisa G. Trimberger | 102,807,618 | 927,211 | 319,519 | 2,206,610 |

| | Votes Cast | | Abstain | Broker Non-Votes |
|---|-------------|-----------|---------|------------------|
| | For | Against | | |
| Proposal 2: Advisory Vote to Approve Compensation of Named Executive Officers | 100,226,480 | 3,771,370 | 56,498 | 2,206,610 |

| | Votes Cast | | Abstain | Broker Non-Votes |
|--|-------------|-----------|---------|------------------|
| | For | Against | | |
| Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Current Fiscal Year | 100,152,744 | 6,066,706 | 41,508 | N/A |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit Number | Exhibit Title |
|----------------|--|
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

COPT DEFENSE PROPERTIES

/s/ Anthony Mifsud

Anthony Mifsud

Executive Vice President and Chief Financial Officer

Date: May 23, 2025