

CAPITAL TRUST INC  
Form 8-K  
June 20, 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): June 20, 2012**

**CAPITAL TRUST, INC.**

(Exact Name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-14788**  
(Commission  
File Number)

**94-6181186**  
(IRS Employer  
Identification No.)

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**410 Park Avenue, 14th Floor, New York, NY 10022**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (212) 655-0220**

**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 June 20, 2012, Capital Trust, Inc. (the Company) held its 2012 annual meeting of stockholders (the 2012 Annual Meeting). At the 2012 Annual Meeting, stockholders considered and voted upon the following proposals:

1. The election of eight directors (identified in the table below) to serve until the Company's next annual meeting of stockholders and until such directors' successors are duly elected and qualify; and
2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

The following table sets forth the number of votes in favor, the number of votes withheld and the broker non-votes with respect to the election of directors:

Director	Votes in Favor	Votes Withheld	Broker Non-Votes
Samuel Zell	10,497,545	1,112,062	7,370,503
Thomas E. Dobrowski	10,498,501	1,111,106	7,370,503
Martin L. Edelman	9,731,580	1,878,027	7,370,503
Edward S. Hyman	10,503,638	1,105,969	7,370,503
Stephen D. Plavin	10,434,845	1,174,762	7,370,503
Henry N. Nassau	10,440,024	1,169,583	7,370,503
Joshua A. Polan	10,480,373	1,129,234	7,370,503
Lynne B. Sagalyn	10,489,591	1,120,016	7,370,503

The following table sets forth the number of votes in favor, the number of votes against and the number of abstentions with respect to the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

Votes in Favor	Votes Against	Abstentions
18,760,034	60,987	159,089

**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.

**CAPITAL TRUST, INC.**

By: /s/ Geoffrey G. Jervis  
Name: Geoffrey G. Jervis  
Title: Chief Financial Officer

Date: June 20, 2012