
**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 15, 2024

ORION OFFICE REIT INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State or Other Jurisdiction of Incorporation
or Organization)

001-40873
(Commission File Number)

87-1656425
(I.R.S. Employer Identification No.)

2398 E. Camelback Road, Suite 1060
Phoenix, AZ 85016
(Address of principal executive offices, including zip code)

(602) 698-1002
(Registrant's telephone number, including area code)

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:

- 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 Securities Exchange Act of 1934:

Title of each class:
Common Stock \$0.001 par value per share

Trading symbol(s):
ONL

Name of each exchange on which registered:
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 15, 2024, Orion Office REIT Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on: (i) the election of Paul H. McDowell, Reginald H. Gilyard, Kathleen R. Allen, Richard J. Lieb and Gregory J. Whyte to serve on the Company’s Board of Directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualify; and (ii) the ratification of the appointment of KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. As of March 15, 2024, the record date for the Annual Meeting, there were outstanding 55,844,420 shares of the Company’s common stock, par value \$0.001 per share. The Company’s stockholders elected all five director nominees to serve on the Board of Directors and ratified the appointment of KPMG. The full results of the matters voted on at the Annual Meeting are set forth below:

Proposal 1 - Election of Directors:

Nominee	Votes For	Votes Against	Abstain	Broker Non-Votes
Paul H. McDowell	30,513,728	720,896	60,726	8,675,255
Reginald H. Gilyard	26,187,338	5,058,781	49,231	8,675,255
Kathleen R. Allen	30,121,548	1,114,780	59,022	8,675,255
Richard J. Lieb	30,515,046	719,275	61,029	8,675,255
Gregory J. Whyte	30,278,559	956,986	59,805	8,675,255

Proposal 2 - Ratification of the Appointment of KPMG as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2024:

Votes For	Votes Against	Abstain	Broker Non-Votes
39,718,616	132,808	119,181	*

* No broker non-votes were recorded in connection with Proposal No. 2.

No other proposals were submitted to a vote of the Company's stockholders at the Annual Meeting.

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 hereunto duly authorized.

ORION OFFICE REIT INC.

By: /s/ Paul H. McDowell
Name: Paul H. McDowell
Title: Chief Executive Officer and President

Date: May 15, 2024