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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

May 21, 2014

(Date of Report (Date of Earliest Event Reported))

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### EXTRA SPACE STORAGE INC.

(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-32269**  
(Commission File Number)

**20-1076777**  
(IRS Employer  
Identification Number)

**2795 East Cottonwood Parkway, Suite 400**  
**Salt Lake City, Utah 84121**  
(Address of Principal Executive Offices)

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**(801) 365-4600**  
(Registrant's Telephone Number, Including Area Code)

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))
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#### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective May 27, 2014, Extra Space Storage Inc. (the "Company") announced several new appointments to its executive management team. Gwyn McNeal, formerly the Company's Senior Vice President and Chief Legal Officer, was appointed Executive Vice President and Chief Legal Officer. James Overturf, formerly the Company's Senior Vice President and Chief Marketing Officer, was appointed Executive Vice President and Chief Marketing Officer. Samrat Sondhi, formerly the Company's Senior Vice President Operations, was appointed Executive Vice President Operations.

#### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 27, 2014, the Company amended its charter to increase the authorized number of shares of its stock from 350,000,000 shares to 550,000,000 shares, including an increase in the authorized number of shares of its common stock from 300,000,000 shares to 500,000,000 shares, in order to ensure that the Company will have a sufficient amount of authorized shares to satisfy its redemption obligations to holders of operating partnership units of Extra Space Storage LP upon the redemption of such units under certain circumstances.

The foregoing description of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Articles of Amendment, which are filed as Exhibit 3.1 to this current report and incorporated herein by reference.

#### **ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Company's 2014 annual meeting of stockholders was held on May 21, 2014. Set forth below is a brief description of each matter voted on at the meeting and the final voting results.

**Proposal 1.** The election of seven members of the Company's board of directors for terms expiring at the 2015 annual meeting of stockholders and until their successors are duly elected and qualify.

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Kenneth M. Woolley	92,012,630	5,664,393	6,228,693
Spencer F. Kirk	96,177,256	1,499,767	6,228,693
Karl Haas	85,048,478	12,628,545	6,228,693
Joseph D. Margolis	97,030,827	646,196	6,228,693
Diane Olmstead	97,575,666	101,357	6,228,693
Roger B. Porter	96,395,634	1,281,389	6,228,693
K. Fred Skousen	97,019,734	657,289	6,228,693

**Proposal 2.** The ratification of the Audit Committee's selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
103,345,608	536,060	24,047	—

**Proposal 3.** The approval, on an advisory basis, of the compensation of the named executive officers, as disclosed in the Company's proxy statement.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
94,870,987	2,786,692	19,344	6,228,693

2

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Articles of Amendment of Extra Space Storage Inc., dated May 21, 2014.

3

**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.

EXTRA SPACE STORAGE INC.

Date: May 28, 2014

By /s/ P. Scott Stubbs  
 Name: P. Scott Stubbs  
 Title: Executive Vice President and Chief Financial Officer

4

**EXTRA SPACE STORAGE INC.****ARTICLES OF AMENDMENT**

Extra Space Storage Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

**FIRST:** The charter of the Corporation (the "Charter") is hereby amended by deleting therefrom in its entirety the first two sentences of Section 5.1 of Article V and inserting in lieu thereof two new sentences to read as follows:

The Corporation has authority to issue 550,000,000 shares of stock, consisting of 500,000,000 shares of common stock, \$0.01 par value per share ("Common Stock"), zero shares of non-voting stock, \$0.01 par value per share ("Contingent Conversion Shares" or "CCSs"), and 50,000,000 shares of preferred stock, \$0.01 par value per share ("Preferred Stock"). The aggregate par value of all authorized shares of stock having par value is \$5,500,000.

**SECOND:** The total number of shares of stock which the Corporation had authority to issue immediately prior to the foregoing amendment of the Charter was 350,000,000 shares of stock, consisting of 300,000,000 shares of Common Stock, \$0.01 par value per share, and 50,000,000 shares of Preferred Stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value was \$3,500,000.

**THIRD:** The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment of the Charter is 550,000,000 shares of stock, consisting of 500,000,000 shares of Common Stock, \$0.01 par value per share, and 50,000,000 shares of preferred stock, \$0.01 par value per share. The aggregate par value of all authorized shares of stock having par value is \$5,500,000.

**FOURTH:** The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law (the "MGCL") is not changed by the foregoing amendment of the Charter.

**FIFTH:** The foregoing amendment of the Charter was approved by a majority of the entire Board of Directors of the Corporation as required by law and was limited to a change expressly authorized to be made without any action by the stockholders of the Corporation by the Charter and Section 2-105(a)(13) of the MGCL.

The undersigned Chief Executive Officer of the Corporation acknowledges these Articles of Amendment to be the corporate act of the Corporation and, as to all matters or facts required to be verified under oath, the undersigned Chief Executive Officer acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name and on its behalf by its Chief Executive Officer and attested by its Secretary on this 21<sup>st</sup> day of May, 2014.

ATTEST:

EXTRA SPACE STORAGE INC.

/s/ Gwyn G. McNeal

Gwyn G. McNeal  
Secretary

/s/ Spencer F. Kirk

Spencer F. Kirk  
Chief Executive Officer