Section 1: 8-K (8-K)

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): March 2, 2020

Steadfast Income REIT, Inc.
(Exact Name of Registrant as Specified in its Charter)

18100 Von Karman Avenue, Suite 500
Irvine, California 92612

Registrant’s telephone number, including area code: (949) 852-0700

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Maryland
(State or Other Jurisdiction
of Incorporation)

000-54674
(Commission
File Number)

27-0351641
(IRS Employer
Identification No.)

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 Act: None

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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</table>

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. ☐
On March 2, 2020, Steadfast Income REIT, Inc. (the “Company”) held a special meeting of its stockholders (the “SIR Special Meeting”), at which its stockholders were asked to consider and vote on (i) a proposal to approve the merger (the “SIR Merger”) of the Company with and into SI Subsidiary, LLC (“Merger Sub”), a wholly owned subsidiary of Steadfast Apartment REIT, Inc. (“STAR”), pursuant to the Agreement and Plan of Merger, dated as of August 5, 2019, by and among the Company, STAR and the other parties thereto (the “SIR Merger Proposal”), (ii) a proposal to approve the amendment of the charter of the Company to remove the provisions related to “Roll-Up Transactions” in connection with the SIR Merger (the “SIR Charter Amendment”), and (iii) a proposal to adjourn the SIR Special Meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the SIR Merger.

The Company previously filed with the U.S. Securities and Exchange Commission a definitive proxy statement/prospectus and related materials pertaining to the SIR Merger and the SIR Special Meeting, which describe in detail each of the proposals submitted to the Company’s stockholders to be voted on at the SIR Special Meeting.

At the SIR Special Meeting, there were present, in person or by proxy, stockholders holding an aggregate of approximately 42,913,088.26 shares of the Company’s common stock, representing approximately 58.06% of the total number of 73,910,716 shares of the Company’s common stock issued and outstanding as of December 16, 2019, the record date for the Special Meeting, and entitled to vote at the Special Meeting.

The final results of the following matters voted on at the SIR Special Meeting are set forth below, excluding any shares beneficially held by certain affiliates as required by the Merger Agreement.

<table>
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<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approval of Merger Proposal</td>
<td>38,791,849.28</td>
<td>1,748,044.31</td>
<td>1,750,582.14</td>
</tr>
<tr>
<td>Approval of the SIR Charter Amendment</td>
<td>38,955,954.47</td>
<td>1,832,985.52</td>
<td>2,124,148.27</td>
</tr>
</tbody>
</table>

Accordingly, the Company’s stockholders approved the SIR Merger Proposal. As contemplated by the Merger Agreement:

- The Company shall merge with and into Merger Sub. Merger Sub will continue as the surviving entity and as a wholly owned subsidiary of STAR, and the separate existence of the Company will cease.

- At the effective time of the SIR Merger, each share of SIR Common Stock, par value $0.01 per share (“SIR Common Stock”), will be converted automatically into the right to receive 0.5934 shares of common stock, par value $0.01 per share, of STAR (“STAR Common Stock”).

In addition, as reflected above, the Company’s stockholders approved the SIR Charter Amendment. As contemplated by the SIR Charter Amendment, the Company’s charter will be promptly amended to remove the provisions related to “Roll-Up Transactions” in connection with the SIR Merger.

Because the affirmative vote of the holders of a majority of the shares of the Company’s common stock entitled to be cast on the Merger Proposal and the SIR Charter Amendment were achieved, the proposal to adjourn the SIR Special Meeting to solicit additional proxies in favor of such proposal was not necessary or appropriate and, therefore, not called.
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.

STEADFAST INCOME REIT, INC.

Date: March 3, 2020

By: /s/ Kevin J. Keating

Kevin J. Keating
Chief Financial Officer and Treasurer