

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 4, 2021**

**S T R A T U S** ®

**Stratus Properties Inc.**

(Exact name of registrant as specified in its charter)

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

**001-37716**  
(Commission File  
Number)

**72-1211572**  
(I.R.S. Employer  
Identification  
Number)

**212 Lavaca St., Suite 300**  
**Austin Texas**

(Address of Principal Executive Offices)

**78701**

(Zip Code)

Registrant's telephone number, including area code: (512) 478-5788

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	STRS	The NASDAQ Stock Market
Series D Participating Cumulative Preferred Stock Purchase Rights	STRS	The NASDAQ Stock Market

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 7.01. Regulation FD Disclosure.

Stratus issued a press release dated June 4, 2021, titled "Stratus Properties Inc. Reports Preliminary Results of 2021 Annual Meeting of Shareholders." A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 7.01.

The information furnished in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Title</u>
<a href="#">99.1</a>	Press Release dated June 4, 2021, titled "Stratus Properties Inc. Reports Preliminary Results of 2021 Annual Meeting of Shareholders."
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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SIGNATURE

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.

Stratus Properties Inc.

By: /s/ Erin D. Pickens  
Erin D. Pickens  
Senior Vice President and  
Chief Financial Officer  
(authorized signatory and  
Principal Financial Officer)

Date: June 4, 2021

### STRATUS PROPERTIES INC. REPORTS PRELIMINARY RESULTS OF 2021 ANNUAL MEETING OF SHAREHOLDERS

*Shareholders Elect Stratus' Director Nominees, Jim Leslie and Neville Rhone, Jr.*

*Shareholders Support Proposal to Expand Board and Appoint Laurie Dotter*

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AUSTIN, TX, June 4, 2021 - Stratus Properties Inc. (NASDAQ: STRS) ("Stratus" or the "Company") announced at its 2021 annual meeting of shareholders earlier today that, based on the preliminary vote count provided by the Company's proxy solicitor, shareholders voted to elect Stratus' director nominees, Jim Leslie and Neville Rhone, Jr., to its Board of Directors ("Board"). Shareholders also approved, as recommended by the Board, the shareholder proposal to expand the Board and appoint Laurie Dotter as a new director. Only approximately 13% of the outstanding shares (excluding Oasis Management Company Ltd.'s own shares) voted for one or both director candidates nominated by Oasis.

**William H. Armstrong III, Chairman and Chief Executive Officer stated: "Today our shareholders showed their strong support for the Stratus Board and management's strategic vision. We are pleased that shareholders agree we have the right directors to continue pursuing our value creation efforts in the Texas real estate market, and to oversee our ongoing evaluation of a possible REIT conversion."**

**"We value the feedback received from our shareholders over recent months and share their interest in adding fresh perspectives to our Board. We look forward to welcoming Ms. Dotter as our newest director, in addition to continuing to work with Ms. Henriksen and Mr. Rhone, who both joined our Board within the past year. On behalf of Stratus' entire Board and management team, I would like to thank our shareholders for their continued confidence in Stratus."**

Preliminary results indicate that, in addition to electing Messrs. Leslie and Rhone to the Board and approving the shareholder proposal to increase the Board's size and appoint Ms. Dotter as a director, Stratus' shareholders also:

- Approved, on an advisory basis, the compensation of Stratus' named executive officers;
- Ratified, on an advisory basis, the appointment of BKM Sowen Horan, LLP as Stratus' independent registered public accounting firm for 2021; and
- Did not ratify, on an advisory basis, the rights agreement, as amended, dated as of September 22, 2020, by and between Stratus and Computershare Inc., as rights agent. Stratus' Board intends to consider the shareholder vote on the rights agreement at its next regular Board meeting in August.

The preliminary vote count is subject to certification by the independent inspector of elections. Stratus will file final voting results with the U.S. Securities and Exchange Commission ("SEC") in a Current Report on Form 8-K once they are certified.

***About Stratus Properties Inc.***

Stratus is a diversified real estate company engaged primarily in the acquisition, entitlement, development, management, and sale of commercial, and multi-family and single-family residential real estate properties, real estate leasing, and the operation of hotel and entertainment businesses located in the Austin, Texas area and other select, fast-growing markets in Texas.

***Investor Contact***

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***Media Contacts***

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***Forward-Looking Statements***

This press release contains forward-looking statements in which Stratus discusses factors it believes may affect its future performance. Forward-looking statements are all statements other than statements of historical fact. The words "anticipates," "may," "can," "could," "plans," "believes," "potential," "possible," "estimates," "expects," "projects," "targets," "intends," "likely," "will," "should," "to be" and any similar expressions are intended to identify those assertions as forward-looking statements. The estimated preliminary vote results set forth in this press release are forward-looking statements. These estimates have been prepared by Status' proxy solicitor based on its work performed in connection with the annual meeting. These results are preliminary estimates only and are subject to change based on the certification of the voting results by the independent inspector of elections. Stratus cautions readers that forward-looking statements are not guarantees of future performance, and its actual results may differ materially from those anticipated, expected, projected or assumed in the forward-looking statements. Important factors that can cause Stratus' actual results to differ materially from those anticipated in the forward-looking statements include, but are not limited to, factors described in more detail under the heading "Risk Factors" in Stratus' Annual Report on Form 10-K for the year ended December 31, 2020, filed with the SEC.

Investors are cautioned that many of the assumptions upon which Stratus' forward-looking statements are based are likely to change after the date the forward-looking statements are made. Further, Stratus may make changes to its business plans that could affect its results. Stratus cautions investors that it undertakes no obligation to update any forward-looking statements, which speak only as of the date made, notwithstanding any changes in its assumptions, business plans, actual experience, or other changes.

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A copy of this release is available on Stratus' website, [stratusproperties.com](http://stratusproperties.com).

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