

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 9, 2024**

**S T R A T U S <sup>®</sup>**

**Stratus Properties Inc.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-37716</b> (Commission File Number)	<b>72-1211572</b> (I.R.S. Employer Identification Number)
<b>212 Lavaca St., Suite 300</b> <b>Austin, Texas</b> (Address of Principal Executive Offices)		<b>78701</b> (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

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.

Stratus Properties Inc. (Stratus) held its 2024 annual meeting of stockholders (Annual Meeting) on May 9, 2024, in Austin, Texas. At the Annual Meeting, Stratus' stockholders (1) elected Charles W. Porter and Neville L. Rhone, Jr. to serve as Class II directors of Stratus, each for a three-year term and until his successor is elected and qualified; (2) approved, on an advisory basis, the compensation of Stratus' named executive officers; and (3) ratified, on an advisory basis, the appointment of CohnReznick LLP as Stratus' independent registered public accounting firm for 2024.

Of the 8,065,322 shares of Stratus' common stock outstanding as of the record date, 6,307,665 shares were represented in person or by proxy at the Annual Meeting. The inspector of elections reported the final vote of stockholders as follows:

*Proposal No. 1: Election of two Class II directors.*

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Charles W. Porter	3,940,866	171,403	2,195,396
Neville L. Rhone, Jr.	3,789,145	323,124	2,195,396

*Proposal No. 2: Approval, on an advisory basis, of the compensation of Stratus' named executive officers.*

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
3,920,475	175,967	15,827	2,195,396

*Proposal No. 3: Ratification, on an advisory basis, of the appointment of CohnReznick LLP as Stratus' independent registered public accounting firm for 2024.*

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,301,374	1,038	5,253	N/A

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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 and  
Principal Accounting Officer)

Date: May 10, 2024