
United States
Securities and Exchange Commission
WASHINGTON, DC 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 6, 2024

Hannon Armstrong Sustainable Infrastructure Capital, Inc.

(Exact Name of Registrant as Specified In Its Charter)

Maryland
(State or other jurisdiction of incorporation)

001-35877
(Commission File Number)

46-1347456
(IRS Employer Identification No.)

**One Park Place, Suite 200 Annapolis,
Maryland 21401**
(Address of principal executive offices)

(410) 571-9860
(Registrant's telephone number, including area code)

(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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	HASI	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 Securities Holders.

- (a) The Annual Meeting of Stockholders (the “Annual Meeting”) of the Company was held on June 6, 2024, at which 101,740,471 shares of the Company’s common stock were represented in person or by proxy representing approximately 90% of the issued and outstanding shares of the Company’s common stock entitled to vote.
- (b) At the Annual Meeting, the Company’s stockholders (i) elected the ten directors below to serve on the Company’s board of directors until the Company’s 2025 annual meeting of stockholders and until their respective successors are duly elected and qualify, (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024, (iii) approved the compensation of the named executive officers as described in the Compensation Discussion and Analysis, the compensation tables and other narrative disclosure in the 2024 Proxy Statement, and (iv) approved the conversion of the Company from a Maryland corporation to a Delaware corporation under the name “HA Sustainable Infrastructure Capital, Inc.” in accordance with the Plan of Conversion included in the 2024 Proxy Statement. The proposals are described in detail in the Company’s 2024 Proxy Statement. The final results for the votes regarding each proposal are set forth below.

- (i) The voting results with respect to the election of each director were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Jeffrey W. Eckel	85,187,006	5,942,344	10,611,121
Lizabeth A. Ardisana	89,282,969	1,846,381	10,611,121
Clarence D. Armbrister	88,495,102	2,634,248	10,611,121
Teresa M. Brenner	86,869,080	4,260,270	10,611,121
Nancy C. Floyd	89,695,903	1,433,447	10,611,121
Jeffrey A. Lipson	90,125,706	1,003,644	10,611,121
Charles M. O’Neil	87,572,984	3,556,366	10,611,121
Richard J. Osborne	87,234,207	3,895,143	10,611,121
Steven G. Osgood	87,664,445	3,464,905	10,611,121
Kimberly A. Reed	89,696,598	1,432,752	10,611,121

- (ii) The voting results with respect to the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 were as follows:

Votes For	Votes Against	Abstain
92,333,610	9,303,789	103,072

- (iii) The voting results with respect to a non-binding advisory vote on executive compensation were as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
80,658,463	9,889,175	581,712	10,611,121

- (iv) The voting results with respect to the conversion of the Company from a Maryland corporation to a Delaware corporation under the name “HA Sustainable Infrastructure Capital, Inc.” in accordance with the Plan of Conversion:

Votes For	Votes Against	Abstain	Broker Non-Votes
86,864,720	4,099,004	165,626	10,611,121

Item 8.01 Other Events.

The Company plans to effect the conversion of the Company from a Maryland corporation to a Delaware corporation under the name “HA Sustainable Infrastructure Capital, Inc.” that was approved by stockholders at the Annual Meeting as soon as practicable on or after July 1, 2024.

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.

HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL,
INC.

By: /s/ Steven L. Chuslo

Steven L. Chuslo

Executive Vice President and Chief Legal Counsel

Date: June 7, 2024