

InfraREIT, Inc.  
Form 8-K  
February 11, 2016

**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): February 11, 2016**

**InfraREIT, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**001-36822**  
**(Commission**  
**File Number)**

**75-2952822**  
**(I.R.S. Employer**  
**Identification No.)**

**1807 Ross Avenue, 4<sup>th</sup> Floor**

**Dallas, Texas**  
**(Address of Principal Executive Offices)**

**75201**  
**(Zip Code)**

**Registrant's telephone number, including area code: (214) 855-6700**

**(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 (*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))

**Item 8.01. Other Events.**

On February 11, 2016, InfraREIT, Inc. (the Company ) issued a press release announcing that its 2016 Annual Meeting of Stockholders has been scheduled for May 18, 2016 (the Annual Meeting ). The Company s Board of Directors has fixed the close of business on March 14, 2016 as the record date for determining stockholders entitled to notice of, and to vote at, the Annual Meeting. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Because the Annual Meeting is the Company s first annual meeting, and in accordance with the Company s Amended and Restated Bylaws (the Bylaws ), stockholders wishing to have a proposal considered for inclusion in the Company s proxy materials for the Annual Meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the Exchange Act ), or seeking to nominate a director or bring business before the Annual Meeting outside of Rule 14a-8, must provide notice of such proposal to the Secretary of the Company at the Company s principal executive offices by February 21, 2016, which the Company has determined to be a reasonable time before it expects to begin to print and send its proxy materials. The address of the Company s principal executive offices is 1807 Ross Avenue, 4<sup>th</sup> Floor, Dallas, Texas 75201. Any such stockholder proposal must also comply with all the requirements set forth in the Bylaws and applicable securities and other laws. The February 21, 2016 deadline will also apply in determining whether notice of a stockholder proposal is timely for purposes of exercising discretionary voting authority with respect to proxies under Rule 14a-4(c) of the Exchange Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

EXHIBIT NUMBER	DESCRIPTION
99.1	Press release, dated February 11, 2016.

**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.

InfraREIT, Inc.

Date: February 11, 2016

By: /s/ Benjamin D. Nelson  
Benjamin D. Nelson  
Senior Vice President and General Counsel

**INDEX TO EXHIBITS**

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