
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**

**December 22, 2014
(Date of Report (Date of Earliest Event Reported))**

EXTRA SPACE STORAGE INC.
(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-32269
(Commission
File Number)

20-1076777
(IRS Employer
Identification Number)

**2795 East Cottonwood Parkway, Suite 400
Salt Lake City, Utah 84121**
(Address of Principal Executive Offices)

(801) 365-4600
(Registrant's Telephone Number, Including Area Code)

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 22, 2014, the board of directors (the “Board”) of Extra Space Storage Inc. (the “Company”) determined that it was in the best interests of the Company to amend the Amended and Restated Bylaws of the Company (the “Bylaws”), and by resolution approved and adopted an amendment to the Bylaws (the “Amendment”). The Amendment became effective immediately upon its adoption.

The Amendment changes the voting standard for the election of directors in uncontested elections from a plurality standard to a majority standard. A director nominee may be elected only upon the affirmative vote of a majority of the total votes cast for and against such nominee. The new majority voting standard will apply to the election of directors at the Company’s 2015 annual meeting of stockholders. The amended Bylaws retain plurality voting for contested director elections.

In connection with the amended Bylaws establishing the new majority voting standard for the election of directors, the Company adopted an amendment to its Corporate Governance Guidelines to provide that if an incumbent director fails to receive the required vote for re-election, he or she must submit his or her resignation to the Board. The amended Corporate Governance Guidelines provide that the compensation, nominating and governance committee of the Board will consider such offer and recommend to the Board whether to accept the offer to resign. The Board will decide whether to accept any such tendered resignation within 90 days after certification of the election results and will publicly disclose its decision. If the resignation is not accepted, the director will continue to serve until the director’s successor is duly elected and qualified or until the director’s earlier resignation or removal. The amended Corporate Governance Guidelines are available on the Company’s website at www.extraspace.com.

The above description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment No. 1 to Amended and Restated Bylaws of Extra Space Storage Inc.

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.

EXTRA SPACE STORAGE INC.

Date: December 23, 2014

By /s/ Gwyn G. McNeal

Name: Gwyn G. McNeal

Title: Executive Vice President and Chief Legal Officer

**AMENDMENT NO. 1 TO
AMENDED AND RESTATED BYLAWS OF EXTRA SPACE STORAGE INC.**

Pursuant to Article XIV of the Amended and Restated Bylaws (the "Bylaws") of Extra Space Storage Inc., the Bylaws are hereby amended, effective as of December 22, 2014, as follows:

Article II, Section 8 is hereby deleted in its entirety and replaced with the following:

"Section 8. VOTING. A nominee for director shall be elected as a director only if such nominee receives the affirmative vote of a majority of the total votes cast for and against such nominee at a meeting of stockholders duly called and at which a quorum is present. However, directors shall be elected by a plurality of votes cast at a meeting of stockholders duly called and at which a quorum is present for which (a) the secretary of the Corporation receives notice that a stockholder has nominated an individual for election as a director in compliance with the requirements of advance notice of stockholder nominees for director set forth in Article II, Section 12 of these Bylaws, and (b) such nomination has not been withdrawn by such stockholder on or before the close of business on the tenth day before the date of filing of the definitive proxy statement of the Corporation with the Securities and Exchange Commission, and, as a result of which, the number of nominees is greater than the number of directors to be elected at the meeting. Each share entitles the holder thereof to vote for as many individuals as there are directors to be elected and for whose election the holder is entitled to vote. A majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required by statute or by the charter of the Corporation. Unless otherwise provided by statute or by the charter, each outstanding share, regardless of class, entitles the holder thereof to cast one vote on each matter submitted to a vote at a meeting of stockholders. Voting on any question or in any election may be viva voce unless the chairman of the meeting shall order that voting be by ballot or otherwise."

EXTRA SPACE STORAGE INC.

CERTIFICATE OF AMENDMENT OF BYLAWS

The undersigned hereby certifies that she is the duly elected, qualified, and acting Secretary of Extra Space Storage Inc., a Maryland corporation, and that the foregoing amendments to the corporation's amended and restated bylaws were duly adopted by the corporation's board of directors on December 22, 2014.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 22nd day of December, 2014.

/s/ Gwyn G. McNeal

Secretary