

BROOKLINE BANCORP INC
Form 8-K
May 11, 2017

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 10, 2017

BROOKLINE BANCORP, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|---|
| <u>Delaware</u> | <u>0-23695</u> | <u>04-3402944</u> |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (I.R.S. employer Identification No.) |

131 Clarendon Street, Boston Massachusetts 02116
(Address of principal executive offices) (Zip Code)

(617) 425-4600

(Registrant's telephone number, including area code)

Not applicable

(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))

Indicate by check mark if 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

At the Annual Meeting of Stockholders of Brookline Bancorp, Inc. (the “Company”) held on May 10, 2017, Margaret Boles Fitzgerald, Bogdan Nowak, Merrill W. Sherman, and Peter O. Wilde were elected as directors to hold office for a term of three years and until their successors are duly elected and qualified. In addition, the stockholders (i) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, (ii) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Company’s 2017 Proxy Statement, and (iii) determined, on a non-binding, advisory basis, to hold the non-binding, advisory vote on the compensation of the Company’s named executive officers on an annual basis.

The Company’s Board of Directors has agreed to hold a non-binding, advisory vote on the compensation of the Company’s named executive officers on an annual basis.

The final voting results are set forth below.

(1) Election of directors:

| | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------|----------------|----------------|-------------------------|
| Margaret Boles Fitzgerald | 53,855,174 | 378,353 | 70,973 | 11,262,901 |
| Bogdan Nowak | 51,832,768 | 2,281,987 | 184,745 | 11,262,901 |
| Merrill W. Sherman | 51,690,274 | 2,492,473 | 121,780 | 11,262,901 |
| Peter O. Wilde | 51,926,246 | 2,300,151 | 78,103 | 11,262,901 |

(2) Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 65,018,839 | 461,332 | 87,230 | 0 |

(3) Approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
|------------|----------------|----------------|-------------------------|

51,247,503 2,898,852 158,145 11,262,901

(4) Determine, on a non-binding advisory basis, the frequency of the non-binding advisory vote on the compensation of the Company's named executive officers:

| <u>Every 1 Year</u> | <u>Every 2 Years</u> | <u>Every 3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------------|----------------------|----------------------|----------------|-------------------------|
| 39,248,387 | 260,020 | 14,534,558 | 261,535 | 11,262,901 |

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.

Brookline Bancorp, Inc.

Date: May 11, 2017

By: /S/ Michael W. McCurdy
Michael W. McCurdy

Chief Risk Officer, General Counsel and Secretary