

TriState Capital Holdings, Inc.
Form 8-K
May 21, 2014

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 20, 2014

TRISTATE CAPITAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Pennsylvania | 001-35913 | 20-4929029 |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| One Oxford Centre 301 Grant Street, Suite 2700 Pittsburgh, Pennsylvania 15219 (Address of principal executive offices) | | |
| (Zip Code) | | |
| (412) 304-0304 (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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 20, 2014, TriState Capital Holdings, Inc. (the “Company”) held its annual meeting of shareholders. At the annual meeting, shareholders of the Company: (1) elected James F. Getz, Richard B. Seidel and Richard A. Zappala to the Board of Directors for terms expiring in 2018; (2) approved the ratification of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014; (3) approved the 2014 Omnibus Incentive Plan and performance goal criteria; and (4) approved the Short-Term Incentive Plan and performance goal criteria. The final results of voting on each of the matters submitted to a vote of security holders during the annual meeting are as follows.

| | | | | |
|--|------------|------------|----------|---------------------|
| 1. Election of Directors | | For | Withheld | Broker Non-Votes |
| James F. Getz | | 23,821,403 | 776,817 | 2,204,202 |
| Richard B. Seidel | | 23,900,191 | 698,029 | 2,204,202 |
| Richard A. Zappala | | 23,821,191 | 777,029 | 2,204,202 |
| | | For | Against | Abstain |
| 2. Ratification of KPMG LLP as independent registered public accountants | | 26,749,078 | 53,044 | 300 |
| | For | Against | Abstain | Broker Non-Votes |
| 3. Approval of the 2014 Omnibus Incentive Plan and performance goal criteria | 24,046,504 | 533,272 | 18,444 | 2,204,202 |
| | For | Against | Abstain | Broker Non-Votes |
| 4. Approval of the Short-Term Incentive Plan and performance goal criteria | 24,220,820 | 490,570 | 10,944 | 2,080,088 |

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 thereunto duly authorized.

TRISTATE CAPITAL HOLDINGS, INC.

By: /s/ James F. Getz
James F. Getz
Chairman, Chief Executive Officer and President

Date: May 21, 2014