

CENTRAL PACIFIC FINANCIAL CORP
Form 8-K
May 01, 2018

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):

April 27, 2018

Central Pacific Financial Corp.

(Exact name of registrant as specified in its charter)

Hawaii
(State or other
jurisdiction of
incorporation)

001-31567
(Commission
File Number)

99-0212597
(I.R.S. Employer
Identification No.)

220 South King Street, Honolulu, Hawaii
(Address of principal executive offices)

96813
(Zip Code)

(808) 544-0500
(Registrant's telephone number, including area code)

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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))

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 Security Holders.

On April 27, 2018, Central Pacific Financial Corp. (the Company) held its Annual Meeting of Shareholders at which the shareholders voted upon and approved (i) the election of twelve (12) nominees as directors; (ii) an advisory (non-binding) shareholder resolution to approve the compensation of the Company's named executive officers (Say-On-Pay); and (iii) ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

The final number of votes cast for or against (withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

| | For | Against/Withheld | Abstained | Broker Non-Vote |
|---|------------|------------------|-----------|-----------------|
| 1. <u>Nominees as Directors:</u> | | | | |
| Christine H. H. Camp | 24,706,188 | 224,215 | | 2,636,308 |
| John C. Dean | 24,758,947 | 171,456 | | 2,636,308 |
| Earl E. Fry | 24,702,398 | 228,005 | | 2,636,308 |
| Wayne K. Kamitaki | 24,854,362 | 76,041 | | 2,636,308 |
| Paul J. Kosasa | 24,695,596 | 234,807 | | 2,636,308 |
| Duane K. Kurisu | 24,902,971 | 27,432 | | 2,636,308 |
| Christopher T. Lutes | 24,900,984 | 29,419 | | 2,636,308 |
| Colbert M. Matsumoto | 24,710,178 | 220,225 | | 2,636,308 |
| A. Catherine Ngo | 24,838,092 | 92,311 | | 2,636,308 |
| Saedene K. Ota | 24,853,365 | 77,038 | | 2,636,308 |
| Crystal K. Rose | 24,703,943 | 226,460 | | 2,636,308 |
| Paul K. Yonamine | 24,904,681 | 25,722 | | 2,636,308 |
| 2. Non-binding advisory vote to approve compensation of the Company's named executive officers (<u>Say-On-Pay</u>). | 24,847,676 | 62,573 | 20,154 | 2,636,308 |
| 3. Ratification of appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018. | 27,174,378 | 295,863 | 96,470 | |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Central Pacific Financial Corp.
(Registrant)

Date: May 1, 2018

By:

/s/ Glenn K. C. Ching
Glenn K.C. Ching
Executive Vice President, Chief Legal Officer and
Corporate Secretary