

Bancorp, Inc.  
Form 8-K  
May 17, 2017

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 17, 2017

The Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-51018

Delaware 23-3016517  
(State or other jurisdiction of (IRS Employer  
incorporation) Identification No.)

409 Silverside Road  
Wilmington, DE 19809  
(Address of principal executive offices, including zip code)

302-385-5000  
(Registrant's telephone number, including area code)

(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:

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

The Annual Meeting of Stockholders of the Company was held on May 17, 2017. The final results of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Item No. 1: All of the Board of Directors' nominees for director were elected to serve until the Company's 2018 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth below.

| <u>Name of nominee</u> | <u>Votes for</u> | <u>Votes against</u> | <u>Abstentions</u> |
|------------------------|------------------|----------------------|--------------------|
| Daniel G. Cohen        | 33,533,936       | 8,688,521            | 4,978              |
| Damian Kozlowski       | 41,580,734       | 641,699              | 5,002              |
| Walter T. Beach        | 36,761,907       | 5,460,443            | 5,085              |
| Michael J. Bradley     | 36,764,997       | 5,456,853            | 5,585              |
| John C. Chrystal       | 37,624,883       | 4,597,766            | 4,786              |
| Matthew Cohn           | 36,762,621       | 5,459,729            | 5,085              |
| John Eggemeyer         | 39,984,720       | 2,237,630            | 5,085              |
| Hersh Kozlov           | 37,162,609       | 5,060,040            | 4,786              |
| William H. Lamb        | 35,092,809       | 7,129,541            | 5,085              |
| James J. McEntee III   | 36,900,663       | 5,321,793            | 4,979              |
| Mei-Mei Tuan           | 39,606,405       | 2,615,945            | 5,085              |

All of the nominees for director were elected for one year terms. With respect to each nominee, the total number of broker non-votes was 2,995,747.

Item No. 2: The stockholders approved, on an advisory, non-binding basis, the compensation of the Company's named executive officers, by the votes set forth below.

| <u>Votes for</u> | <u>Votes against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 35,446,115       | 6,752,380            | 28,940             |

There were 2,995,747 broker non-votes on this proposal.

Item No. 3: The stockholders voted, on an advisory, non-binding basis, on how frequently advisory votes on executive compensation should be held as set forth below.

| <u>Every one year</u> | <u>Every 2 years</u> | <u>Every 3 years</u> | <u>Abstentions</u> |
|-----------------------|----------------------|----------------------|--------------------|
| 38,399,281            | 72,372               | 3,364,558            | 391,224            |

There were 2,995,747 broker non-votes on this proposal.

Item No. 4: The stockholders approved the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the 2017 fiscal year, by the votes set forth below.

| <u>Votes for</u> | <u>Votes against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 44,620,906       | 600,081              | 2,195              |

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.

Date: May 17, 2017 The Bancorp, Inc.

By: /s/ Paul Frenkiel

Name: Paul Frenkiel

Title: Chief Financial Officer and  
Secretary

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