

BROOKLINE BANCORP INC  
Form 8-K  
May 08, 2015

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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 6, 2015**

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## BROOKLINE BANCORP, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23695**  
(Commission File No.)

**04-3402944**  
(I.R.S. employer  
Identification No.)

**131 Clarendon Street, Boston Massachusetts**  
(Address of principal executive offices)

**02116**  
(Zip Code)

**(617) 425-4600**  
(Registrant's telephone number, including area code)

**Not applicable**

## Edgar Filing: BROOKLINE BANCORP INC - Form 8-K

(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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders**

Brookline Bancorp, Inc. (the Company) held its Annual Meeting of Stockholders on May 6, 2015. At the Annual Meeting, John J. Doyle, Jr., Thomas J. Hollister, Charles H. Peck, Paul A. Perrault and Joseph J. Slotnik were elected as directors to hold office for a term of three years and until their successors are duly elected and qualified. In addition, at the Annual Meeting, 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, 2015, and (ii) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

The final voting results are set forth below.

(1) Election of directors:

|                     | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------------|------------|----------------|----------------|-------------------------|
| John J. Doyle, Jr.  | 48,057,395 | 2,090,135      | 244,968        | 13,629,516              |
| Thomas J. Hollister | 48,697,926 | 455,519        | 239,053        | 13,629,516              |
| Charlie H. Peck     | 47,893,915 | 2,222,748      | 275,835        | 13,629,516              |
| Paul A. Perrault    | 49,551,604 | 597,058        | 243,836        | 13,629,516              |
| Joseph J. Slotnik   | 48,133,652 | 1,986,036      | 272,810        | 13,629,516              |

(2) Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 62,732,745 | 797,016        | 492,253        | 0                       |

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

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 47,110,944 | 2,988,113      | 293,441        | 13,629,516              |

**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 8, 2015

**BROOKLINE BANCORP, INC.**

By:

*/s/ Michael W. McCurdy*

Michael W. McCurdy

Chief Risk Officer, General Counsel & Secretary