

FULTON FINANCIAL CORP
Form 8-K
May 24, 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): May 21, 2018

Fulton Financial Corporation

(Exact name of Registrant as specified in its Charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

One Penn Square

0-10587
(Commission

File Number)

23-2195389
(IRS Employer

Identification Number)

17604

Lancaster, Pennsylvania
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: 717-291-2411

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 whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

Fulton Financial Corporation (Fulton) held its 2018 Annual Meeting of Shareholders (Annual Meeting) on Monday, May 21, 2018 at 10:00 a.m. Eastern Time. At the Annual Meeting, shareholders voted on the three matters described in Fulton s Proxy Statement dated April 3, 2018, which consisted of: (i) the election of twelve (12) director nominees to serve for one-year terms; (ii) a non-binding say-on-pay resolution to approve the compensation of the named executive officers; and (iii) ratification of the appointment of KPMG LLP as Fulton s independent auditor for the fiscal year ending December 31, 2018.

All matters voted upon at the Annual Meeting were approved by Fulton s shareholders, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each such matter, where applicable, are set forth below. The percentages below include votes for and votes against, but do not include votes abstained and broker non-votes.

Proposal 1 - The election of twelve (12) director nominees to serve for one-year terms.

| Nominee | Votes For | Votes For % | Votes Against | Votes Against % | Votes Abstained | Broker Non-Votes |
|---------------------|-------------|-------------|---------------|-----------------|-----------------|------------------|
| Lisa Crutchfield | 122,095,915 | 99.09% | 1,121,567 | 0.91% | 560,130 | 24,230,801 |
| Denise L. Devine | 122,142,113 | 99.11% | 1,098,049 | 0.89% | 537,450 | 24,230,801 |
| Patrick J. Freer | 121,446,114 | 98.45% | 1,912,278 | 1.55% | 419,220 | 24,230,801 |
| George W. Hodges | 121,480,955 | 98.43% | 1,936,637 | 1.57% | 360,020 | 24,230,801 |
| Albert Morrison III | 122,388,563 | 99.23% | 951,892 | 0.77% | 437,157 | 24,230,801 |
| James R. Moxley III | 122,297,701 | 99.11% | 1,099,007 | 0.89% | 380,904 | 24,230,801 |
| R. Scott Smith, Jr. | 122,259,659 | 99.08% | 1,130,336 | 0.92% | 387,617 | 24,230,801 |
| Scott A. Synder | 122,297,200 | 99.10% | 1,108,382 | 0.90% | 372,030 | 24,230,801 |
| Ronald H. Spair | 122,423,365 | 99.25% | 925,557 | 0.75% | 428,690 | 24,230,801 |
| Mark F. Strauss | 122,325,735 | 99.16% | 1,042,204 | 0.84% | 409,673 | 24,230,801 |
| Ernest J. Waters | 122,320,787 | 99.13% | 1,077,428 | 0.87% | 379,397 | 24,230,801 |
| E. Philip Wenger | 120,134,277 | 97.40% | 3,201,803 | 2.60% | 441,532 | 24,230,801 |

Proposal 2 - A non-binding say-on-pay resolution to approve the compensation of the named executive officers.

| Votes For | Votes For % | Votes Against | Votes Against % | Votes Abstained | Broker Non-Votes |
|-------------|-------------|---------------|-----------------|-----------------|------------------|
| 119,181,948 | 97.73% | 2,766,700 | 2.27% | 1,828,964 | 24,230,801 |

Proposal 3 - The ratification of the appointment of KPMG LLP as Fulton s independent auditor for the fiscal year ending December 31, 2018.

| Votes For | Votes For % | Votes Against | Votes Against % | Votes Abstained | Broker Non-Votes |
|-------------|-------------|---------------|-----------------|-----------------|------------------|
| 145,826,307 | 98.97% | 1,511,750 | 1.03% | 670,356 | 0 |

SIGNATURE

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 24, 2018

FULTON FINANCIAL CORPORATION

By: /s/ Daniel R. Stolzer
Daniel R. Stolzer
Corporate Secretary and
Chief Legal Officer