

BERKSHIRE HILLS BANCORP INC  
Form 8-K  
May 09, 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 8, 2014**

**BERKSHIRE HILLS BANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction)  
of Incorporation)

**001-15781**  
(Commission File No.)

**04-3510455**  
(I.R.S. Employer  
Identification No.)

**24 North Street, Pittsfield, Massachusetts**  
(Address of Principal Executive Offices)

**01201**  
(Zip Code)

Registrant's telephone number, including area code: **(413) 443-5601**

**Not Applicable**

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(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**

On May 8, 2014, the 2014 Annual Meeting of Stockholders of Berkshire Hills Bancorp, Inc. (the Company) was held at The Crowne Plaza Hotel, One West Street, Pittsfield, Massachusetts 01201 at 10:00 a.m., local time (the 2014 Annual Meeting). The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies, and the proposals are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on April 1, 2014.

As of the close of business of March 13, 2014, the record date for the Annual Meeting, there were a total of 25,100,836 shares of Company common stock outstanding. The voting results for each proposal, including the votes FOR and AGAINST or WITHHELD, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for the purpose of determining whether a quorum was present but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote FOR or AGAINST any of the proposals presented at the Annual Meeting and were not counted in determining the number of votes required for approval of each proposal.

All proposals were approved and the final results of the shareholder votes are shown below. There was no other business transacted at the Annual Meeting.

**Proposal 1 Election of Directors**

The shareholders elected each director nominated to serve for a term of three years.

|                      | <b>For</b> | <b>Withheld</b> | <b>Broker-Non Votes</b> |
|----------------------|------------|-----------------|-------------------------|
| Michael P. Daly      | 17,839,219 | 1,618,524       | 3,507,426               |
| Susan M. Hill        | 17,940,606 | 1,517,137       | 3,507,426               |
| Cornelius D. Mahoney | 17,521,673 | 1,936,070       | 3,507,426               |
| John W. Altmeyer     | 17,806,767 | 1,650,976       | 3,507,426               |

**Proposal 2 A non-binding proposal to give advisory approval of the Company's executive compensation as described in the proxy statement**

The shareholders approved the proposal regarding the compensation of the named executive officers as disclosed in the proxy statement as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker-Non Votes</b> |
|------------|----------------|----------------|-------------------------|
| 18,699,968 | 614,987        | 142,788        | 3,507,426               |

**Proposal 3 Ratification of Appointment of Independent Registered Public Accounting Firm**

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The shareholders approved the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2014.

| For        | Against | Abstain |
|------------|---------|---------|
| 22,840,562 | 106,121 | 18,486  |

### Item 8.01 Other Events

On May 8, 2014, the Company issued a news release announcing the results of the 2014 Annual Meeting of Stockholders. A copy of the news release is attached as Exhibit 99.1 to this report.

### Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | News Release announcing the results of the Company's 2014 Annual Meeting of Stockholders dated May 8, 2014 |

**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.

**BERKSHIRE HILLS BANCORP, INC.**

Date: May 9, 2014

By:

/s/ Michael P. Daly  
Michael P. Daly  
Chairman of the Board, President and Chief Executive  
Officer