

BERKSHIRE HILLS BANCORP INC
Form 8-K
May 07, 2010

**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 6, 2010

BERKSHIRE HILLS BANCORP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other Jurisdiction of Incorporation) | 0-51584 (Commission File Number) | 04-3510455 (IRS 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

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2010 Annual Meeting of Stockholders was held on May 6, 2010 (the Annual Meeting). The matters considered and voted on by the Company s stockholders at the Annual Meeting and the vote of the stockholders was as follows:

Matter 1. The election of three directors, each for a three-year term.

| Nominee | Shares Voted | Shares | Broker |
|------------------|--------------|----------|-----------|
| | For | Withheld | Non-Votes |
| John B. Davies | 10,480,380 | 942,743 | 1,375,487 |
| Rodney C. Dimock | 10,480,129 | 942,994 | 1,375,487 |
| David E. Phelps | 10,480,394 | 942,729 | 1,375,487 |

Matter 2. To give advisory approval of the Company s executive compensation programs and policies.

| Shares Voted For | Shares Voted | |
|------------------|--------------|------------------|
| | Against | Shares Abstained |
| 12,234,396 | 394,633 | 169,581 |

Matter 3. The ratification of the appointment of Wolf & Company, P.C. as the Company s independent public accounting firm for the year ending December 31, 2010.

| Shares Voted For | Shares Voted | |
|------------------|--------------|------------------|
| | Against | Shares Abstained |
| 12,768,919 | 13,433 | 16,258 |

Item 8.01. Other Events.

Berkshire Hills Bancorp, Inc. issued a press release in conjunction with its Annual Meeting of Stockholders. A copy of the press release is attached as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits

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

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release issued in conjunction with the Company s Annual Meeting of Stockholders on May 6, 2010. |

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 7, 2010

By: /s/Kevin P. Riley
Kevin P. Riley
Executive Vice President and
Chief Financial Officer