

BBCN BANCORP INC
Form 8-K
July 02, 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): June 26, 2014

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

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 000-50245 (Commission File Number) | 95-4170121 (IRS Employer Identification No.) |
|---|--|--|

3731 Wilshire Boulevard
Suite 1000
Los Angeles, CA 90010
(Address of principal executive offices)

Registrant's telephone number, including area code: (213) 639-1700

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 (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))

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

The annual meeting of stockholders of BBCN Bancorp, Inc. (the “Company”) was held on June 26, 2014. Proxies were solicited by the Company’s management pursuant to Section 14 of the Securities Exchange Act of 1934, as amended. At the meeting, the stockholders voted on the following items:

- (1) election of directors;
- (2) ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014;
- (3) approval, on an advisory and nonbinding basis, of the compensation paid to the Company’s “named executive officers” as described in the proxy statement for the meeting;
- (4) approval, on an advisory and nonbinding basis, of an annual frequency for the stockholder nonbinding vote to approve executive compensation; and
- (5) adjournment of the meeting if necessary or appropriate in the judgment of the Company’s board of directors to solicit additional proxies or votes in favor of the above proposals to be presented at the meeting.

A total of 73,691,409 shares of the Company’s common stock were represented and voted at the meeting, constituting 92.70% of the issued and outstanding shares of common stock entitled to vote at the meeting.

The final results of the stockholder votes were as follows:

1. Election of directors of the Company:

| | Authority Given | Authority Withheld |
|----------------------|--------------------|-----------------------|
| Louis M. Cosso | 63,707,122 | 2,878,666 |
| Jin Chul Jhung | 63,683,993 | 2,901,795 |
| Kevin S. Kim | 62,193,843 | 4,391,945 |
| Peter Y.S. Kim | 63,011,165 | 3,574,623 |
| Sang Hoon Kim | 63,011,271 | 3,574,517 |
| Chung Hyun Lee | 63,706,995 | 2,878,793 |
| David P. Malone | 63,718,519 | 2,867,269 |
| Scott Yoon-Suk Whang | 63,062,899 | 3,522,889 |
| Dale S. Zuehls | 63,718,519 | 2,867,269 |

There were approximately 7,103,957 broker non-votes received with respect to this item.

2. Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014.

| | Total Shares |
|----------|--------------|
| For: | 73,573,959 |
| Against: | 103,697 |
| Abstain: | 10,753 |

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The number of shares voting “for” constituted 99.84% of the total number of shares represented and voting at the meeting.

3. Approval, on an advisory and nonbinding basis, of the compensation paid to the Company’s “named executive officers” as described in the proxy statement dated May 30, 2014.

| | Total Shares |
|------------------|--------------|
| For: | 63,894,103 |
| Against: | 1,229,083 |
| Abstain: | 1,464,266 |
| Broker non-vote: | 7,103,957 |

The number of shares voting “for” constituted 95.96% of the total number of shares represented and voting at the meeting.

4. Approval, on an advisory and nonbinding basis, of an annual frequency for the stockholder nonbinding vote to approve executive compensation.

| | Total Shares |
|------------------|--------------|
| 1 Year: | 57,346,290 |
| 2 Years: | 654,008 |
| 3 Years: | 7,261,141 |
| Abstain: | 1,326,013 |
| Broker non-vote: | 7,103,957 |

The number of shares voting “for” an annual frequency constituted 86.12% of the total number of shares represented and voting at the meeting.

5. Adjournment of the meeting if necessary or appropriate in the judgment of the Company’s board of directors to solicit additional proxies or votes in favor of the above proposals that are to be presented at the meeting.

| | Total Shares |
|----------|--------------|
| For: | 65,643,666 |
| Against: | 6,940,308 |
| Abstain: | 1,107,435 |

The number of shares voting “for” constituted 89.08% of the total number of shares represented and voting at the meeting.

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.

BBCN BANCORP, INC.

By: /s/ Kevin S. Kim
Name: Kevin S. Kim
Title: Chairman, President and Chief
Executive Officer
Date: July 2, 2014