

CAMDEN NATIONAL CORP  
Form 8-K  
April 26, 2017

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): April 25, 2017

Camden National Corporation  
(Exact name of registrant as specified in its charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Maine<br>(State or other jurisdiction<br>of incorporation) | 01-28190<br>(Commission File Number) | 01-0413282<br>(IRS Employer<br>Identification No.) |
|--|--------------------------------------|--|

|   |                     |
|---|---------------------|
| Two Elm Street, Camden, Maine<br>(Address of principal executive offices) | 04843<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (207) 236-8821

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 26, 2017, the Company filed Articles of Amendment to the Articles of Incorporation of the Company (the “Articles of Amendment”) with the Secretary of State of the State of Maine to increase the number of authorized shares of common stock of the Company, no par value, from 20,000,000 to 40,000,000. The Articles of Amendment, which were effective upon filing, are included as Exhibit 3.1 hereto and are incorporated herein by reference.

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

The 2017 Annual Meeting of Shareholders of Camden National Corporation was held on April 25, 2017 at the Point Lookout Conference Center, 67 Atlantic Highway, Northport, Maine. At the Annual Meeting, there were present in person or by proxy 13,030,376 shares of the Company’s common stock, representing approximately 84% of the total outstanding eligible votes. The following is a brief description of each matter voted on at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each matter.

1. Election of four persons to the Board of Directors, each to serve a three-year term and until his or her successor is elected and qualified:

|                    | For        | Against | Abstain | Broker Non-Vote |
|--------------------|------------|---------|---------|-----------------|
| John W. Holmes     | 10,222,359 | 133,358 | 59,101  | 2,615,559       |
| David J. Ott       | 10,301,930 | 54,002  | 58,886  | 2,615,559       |
| John M. Rohman     | 10,285,817 | 61,900  | 67,101  | 2,615,559       |
| Lawrence J. Sterrs | 10,291,733 | 63,199  | 59,886  | 2,615,559       |

The majority of votes cast voted to elect the four named persons above to the Board of Directors.

2. Non-binding advisory vote on the compensation of the Company’s named executive officers (“Say-on-Pay”):

| For        | Against | Abstentions | Broker Non-Vote |
|------------|---------|-------------|-----------------|
| 10,116,709 | 244,286 | 53,820      | 2,615,561       |

The majority of votes cast at the Annual Meeting voted to approve the compensation of the Company’s named executive officers.

3. Non-binding advisory vote on the frequency of future Say-on-Pay votes:

| 1 Year    | 2 Years | 3 Years   | Abstentions | Broker Non-Vote |
|-----------|---------|-----------|-------------|-----------------|
| 8,383,012 | 258,918 | 1,644,233 | 119,553     | 2,624,660       |

The majority of votes cast at the Annual Meeting voted to approve one year as the frequency of future Say-on-Pay votes.

4. Ratification of the 2012 Equity and Incentive Plan:

| For        | Against | Abstentions | Broker Non-Vote |
|------------|---------|-------------|-----------------|
| 10,204,253 | 136,273 | 74,288      | 2,615,562       |

The majority of votes cast at the Annual Meeting voted to ratify the 2012 Equity and Incentive Plan.

5. Ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017:

| For        | Against | Abstentions |
|------------|---------|-------------|
| 12,979,926 | 20,196  | 30,254      |

The majority of votes cast at the Annual Meeting voted to ratify the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017.



6. Amendment of the Articles of Incorporation of the Company to increase the number of authorized shares of common stock from 20,000,000 to 40,000,000:

| For        | Against   | Abstentions |
|------------|-----------|-------------|
| 11,963,981 | 1,048,122 | 18,273      |

The majority of the outstanding shares entitled to vote at the Annual Meeting voted to amend the Articles of Incorporation of the Company to increase the number of authorized shares of common stock from 20,000,000 to 40,000,000.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this report:

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Amendment to the Articles of Incorporation of Camden National Corporation |

#### 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.

Dated: April 26, 2017

CAMDEN NATIONAL CORPORATION  
(Registrant)

By: /s/ DEBORAH A. JORDAN  
Deborah A. Jordan  
Chief Operating Officer, Chief Financial Officer, and Principal Financial & Accounting Officer