

WESTAMERICA BANCORPORATION
Form 8-K
April 27, 2015
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 24, 2015

Westamerica Bancorporation
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation)

001-09383
(Commission
File No.)

94-2156203
(IRS Employer
Identification Number)

1108 Fifth Avenue
San Rafael, California
(Address of principal executive offices)

94901
(Zip Code)

Registrant's telephone number, including area code: (707) 863-6000

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

Proxies for the Annual Meeting of shareholders held on April 23, 2015, were solicited pursuant Regulation 14A of the Securities Exchange Act of 1934. The Report of Inspector of election indicates that 21,971,728 shares of the Common Stock of the Company, out of 25,617,758 shares outstanding on the February 23, 2015 record date, were present, in person or by proxy, at the meeting. The following matters were submitted to a vote of the shareholders:

1. Election of Directors:

| Nominee | For | Withheld | Non-Votes | Uncast |
|------------------------|-------------------|------------------|-----------|--------|
| Etta Allen | 17,967,191.214343 | 683,426.302688 | 3,321,111 | 0 |
| Louis E. Bartolini | 17,884,732.574473 | 765,884.942558 | 3,321,111 | 0 |
| E. Joseph Bowler | 18,507,047.996529 | 143,569.520502 | 3,321,111 | 0 |
| Arthur C. Latno, Jr. | 15,973,584.894580 | 2,677,032.622451 | 3,321,111 | 0 |
| Patrick D. Lynch | 17,876,314.623853 | 774,302.893178 | 3,321,111 | 0 |
| Catherine C. MacMillan | 17,968,914.473313 | 681,703.043718 | 3,321,111 | 0 |
| Ronald A. Nelson | 17,969,674.115037 | 680,943.401994 | 3,321,111 | 0 |
| David L. Payne | 17,797,762.933367 | 852,854.583664 | 3,321,111 | 0 |
| Edward B. Sylvester | 17,960,005.180222 | 690,612.336809 | 3,321,111 | 0 |

2. Approval of a Non-Binding Advisory Vote on Executive Compensation

| For | Against | Abstain | Non-Votes |
|-------------------|----------------|----------------|-----------|
| 18,298,222.644019 | 204,902.854421 | 147,492.018591 | 3,321,111 |

3. Ratification of Selection of Crowe Horwath LLP as Company's Independent Auditors for Fiscal Year 2015

| For | Against | Abstain | Non-Votes |
|-------------------|---------------|----------------|-----------|
| 21,708,677.933918 | 49,278.633832 | 213,771.949281 | -0- |

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.

Date: April 24, 2015

WESTAMERICA BANCORPORATION
(Registrant)

By:

/s/ John "Robert" Thorson
John "Robert" Thorson
Senior Vice President and Chief
Financial Officer