

First Connecticut Bancorp, Inc.  
Form 8-K  
May 10, 2018

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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 9, 2018

First Connecticut Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Maryland

333-171913

45-1496206

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Farm Glen Boulevard, Farmington, Connecticut 06032

(860) 676-4600

(Address and Telephone Number)

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

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Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02 Compensatory Arrangements of Certain Officers

First Connecticut Bancorp, Inc. and its subsidiary Farmington Bank (collectively, "FCB") report that their Director, John J. Carson, retired at the Annual Meeting on May 9, 2018 from both Boards. He expressed no disagreements with FCB regarding operations, policies or practices at FCB.

Item 5.07 Submission of Matter to a Vote of Security Holders

On May 9, 2018, First Connecticut Bancorp, Inc. (the "Registrant") held its Annual Meeting of Stockholders (the "Meeting"). Of the 15,977,936 shares of the Registrant's common stock outstanding as of the record date for the Meeting, 14,419,458 shares were present or represented by proxy at the Meeting.

The voting results from the Meeting were as follows (percentages do not include broker non-votes):

Election of Directors for Three-Year  
1. Terms (Proposal 1).

Director	Against	Abstain
John A. Green	11,036,840 (98.69%)	121,985 (1.09%) 24,551 (0.22%)
James T. Healey, Jr.	11,012,357 (98.47%)	147,499 (1.32%) 23,520 (0.21%)
John J. Patrick, Jr.	11,024,003 (98.57%)	146,176 (1.31%) 13,197 (0.12%)

There were 3,236,082 broker non-votes on the Proposal.

Advisory (Non-Binding) Vote on  
2. Executive Compensation (Proposal 2).

Against	Abstain
10,653,163 (95.26%)	400,150 (3.58%) 130,063 (1.16%)

There were 3,236,082 broker non-votes on the Proposal.

3. Ratification of Appointment of PricewaterhouseCoopers, LLP as independent auditors of the Company for the fiscal year ending

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December 31, 2018 (Proposal 3)

For

Against Abstain

14,049,096  
179,299 (1.24%) 191,063 (1.33%)  
(97.43%)

There were no broker non-votes on  
the Proposal.

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- To conduct an advisory (non-binding) vote regarding the frequency of future votes (each year)
4. regarding the compensation of the Company's named executive officers (Proposal 4)

<sup>1</sup> Year	2 Years	3 Years	Abstain
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	8,980,788 (86.12%)	95,620 (0.92%)	972,390 (9.33%)	378,830 (3.63%)
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There were 3,991,830 broker non-votes on the Proposal.

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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.

FIRST CONNECTICUT BANCORP, INC.  
Registrant

May 10, 2018 By: /s/ John J. Patrick, Jr.  
John J. Patrick, Jr.  
Chairman, President and  
and Chief Executive Officer

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