

Edgar Filing: Bank of Marin Bancorp - Form 8-K

Bank of Marin Bancorp  
Form 8-K  
May 18, 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) May 14, 2015

Bank of Marin Bancorp  
(Exact name of Registrant as specified in its charter)

California	001-33572	20-8859754
(State or other jurisdiction of incorporation)	(File number)	(I.R.S. Employer Identification No.)
504 Redwood Blvd., Suite 100, Novato, CA	94947	
(Address of principal executive office)	(Zip Code)	

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable  
(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is 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 (17CFR 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))

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders held on May 14, 2015, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions and broker non-votes:

1. To re-elect eleven members of the Board of Directors to serve until the next Annual Meeting of Shareholders or until their successors are duly elected and qualified.

	Number of Votes		
	For	Withheld	Non-Vote
Russell A. Colombo	3,881,169	60,153	1,392,450
James C. Hale	3,858,464	82,858	1,392,450
Robert Heller	3,930,241	11,081	1,392,450
Norma J. Howard	3,730,285	211,037	1,392,450
Kevin R. Kennedy	3,843,161	98,161	1,392,450
Stuart D. Lum	3,803,591	137,732	1,392,450
William H. McDevitt, Jr.	3,919,566	21,757	1,392,450
Michaela K. Rodeno	3,880,041	61,281	1,392,450
Joel Sklar, MD	3,910,466	30,856	1,392,450
Brian M. Sobel	3,922,576	18,747	1,392,450
J. Dietrich Stroeh	3,912,860	28,463	1,392,450

2. To approve the advisory vote on executive compensation.

For	Against	Abstain	Non-Vote
3,650,149	252,049	39,124	1,392,450

3. To ratify the selection of Moss Adams LLP, independent auditors, to perform audit services for the year 2015.

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For	Against	Abstain	Non-Vote
5,278,073	17,058	38,641	—

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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.

Date: May 18, 2015

BANK OF MARIN BANCORP  
By: /s/ Tani Girton  
Tani Girton  
Executive Vice President  
and Chief Financial Officer