

Territorial Bancorp Inc.
Form 8-K
May 18, 2018

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 17, 2018**

TERRITORIAL BANCORP INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction)
of Incorporation)

1-34403
(Commission File No.)

26-4674701
(I.R.S. Employer
Identification No.)

1132 Bishop Street, Suite 2200, Honolulu, Hawaii
(Address of Principal Executive Offices)

96813
(Zip Code)

Registrant's telephone number, including area code: **(808) 946-1400**

Not Applicable

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(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))

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 5.07

Submission of Matters to a Vote of Securities Holders

The Company's Annual Meeting of Stockholders was held on May 17, 2018. The matters considered and voted on by the Company's stockholders at the Annual Meeting were as follows:

Proposal 1: The election of two directors each to serve for a three-year term.

| Nominee | Shares Voted For | Shares Withheld | Broker Non-Votes |
|---------------------|------------------|-----------------|------------------|
| Allan S. Kitagawa | 7,067,041 | 277,363 | 1,638,747 |
| Richard I. Murakami | 6,687,535 | 656,869 | 1,638,747 |

Proposal 2: The ratification of appointment of Moss Adams LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2018.

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 8,746,579 | 70,733 | 165,839 | 0 |

Proposal 3: The approval of an advisory (non-binding) resolution to approve the Company's executive compensation as described in the proxy statement.

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 6,742,731 | 398,045 | 203,628 | 1,638,747 |

Item 8.01 Other Events

On May 17, 2018, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is filed as Exhibit 99 to this Current Report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99 Press release dated May 17, 2018

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.

Territorial Bancorp Inc.

DATE: May 17, 2018

By:

/s/ Vernon Hirata
Vernon Hirata
Vice Chairman, Co-Chief Operating Officer and
Secretary