

Edgar Filing: Investors Bancorp Inc - Form 8-K

Investors Bancorp Inc
Form 8-K
May 31, 2013

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 30, 2013

INVESTORS BANCORP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|----------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 0-51557 (Commission File No.) | 22-3493930 (IRS Employer Identification No.) |
|---|----------------------------------|--|

| | |
|--|---------------------|
| 101 JFK Parkway, Short Hills, New Jersey (Address of principal executive offices) | 07078 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (973) 924-5100

Not Applicable

(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))

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- o 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

On May 30, 2012, Investors Bancorp, Inc. (the "Company") held its Annual Meeting of Shareholders.

The following proposals were submitted by the Board of Directors to a vote of security holders and the final result of the voting on each proposal is noted below.

Proposal 1: The approval of the Agreement and Plan of Merger, dated as of December 19, 2012, by and among (i) Investors Bank, Investors Bancorp, Inc. and Investors Bancorp, MHC, and (ii) Roma Bank, Roma Financial Corporation and Roma Financial Corporation, MHC (the "Merger Agreement"), which provides for, among other things, the merger of Roma Bank with and into Investors Bank, the merger of Roma Financial Corporation with and into Investors Bancorp, Inc., and the merger of Roma Financial Corporation, MHC with and into Investors Bancorp, MHC.

| | | | |
|-------------|---------------|-----------|------------------|
| Votes For | Votes Against | Abstain | Broker Non Votes |
| 101,859,168 | 125,061 | 1,400,888 | 4,971,819 |

Proposal 2: The election as Directors of all nominees listed below, each for a three-year term:

| Directors | Votes For | Votes Withhold | Broker Non Votes |
|-------------------------------------|------------|----------------|------------------|
| Terms Expiring at the 2016 Meeting: | | | |
| Domenick A. Cama | 87,409,653 | 15,975,464 | 4,971,819 |
| James J. Garibaldi | 87,479,258 | 15,905,859 | 4,971,819 |
| Vincent D. Manahan III | 98,577,211 | 4,807,906 | 4,971,819 |
| James H. Ward III | 98,732,144 | 4,652,973 | 4,971,819 |

Proposal 3: The approval of the Investors Bancorp, Inc. Executive Officer Annual Incentive Plan.

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker Non Votes |
| 102,147,346 | 1,068,442 | 169,325 | 4,971,823 |

Proposal 4: The approval of non-binding, advisory proposal to approve the compensation paid to our named executive officers.

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker Non Votes |
| 102,057,941 | 1,193,424 | 133,750 | 4,971,821 |

Proposal 5: The ratification of the appointment of KPMG LLP as the independent registered public accounting firm for Investors Bancorp, Inc. for the year ending December 31, 2013.

| | | | |
|-------------|---------------|---------|------------------|
| Votes For | Votes Against | Abstain | Broker Non Votes |
| 107,504,696 | 557,620 | 294,620 | — |

Item 7.01 Regulation FD Disclosure

The Company is furnishing presentation materials included as Exhibit 99.1 to this report pursuant to Item 7.01 of Form 8-K. The Company is not undertaking to update this presentation. The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. This report will not be deemed an admission as to the materiality of any information herein (including Exhibit 99.1).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Investors Presentation Annual Shareholder Meeting dated May 30, 2013.

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.

INVESTORS BANCORP, INC.

DATE: May 31, 2013

By: /s/ Thomas F. Splaine, Jr.
Thomas F. Splaine, Jr.
Senior Vice President
and Chief Operating Officer