

BRYN MAWR BANK CORP
Form 8-K
May 07, 2012

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 2, 2012

Bryn Mawr Bank Corporation

(Exact Name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

0-15261
(Commission
File Number)

23-2434506
(I.R.S. Employer
Identification No.)

Edgar Filing: BRYN MAWR BANK CORP - Form 8-K

801 Lancaster Avenue, Bryn Mawr, PA 19010

Registrant's telephone number, including area code: 610-525-1700

None

(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 obligations of the registrant under any of the following provisions (see General Instructions 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Corporation held its Annual Meeting of Shareholders on May 2, 2012 for the purpose of considering and acting upon the below proposals. A total of 13,241,663 shares were outstanding and entitled to vote at the Annual Meeting, of which 11,561,293 shares were voted.

1. *A proposal to elect one Class II director to serve a four year term expiring in 2016.*

The shareholders of the Corporation elected Andrea F. Gilbert as a Class II director to serve a four year term expiring in 2016 by the following vote:

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| Andrea F. Gilbert | 9,915,746 | 226,258 | 1,419,289 |

The following directors continued in office after the Annual Meeting: Britton H. Murdoch, Francis J. Leto, Wendell L. Holland, David E. Lees, Frederick C. Peters, II, Donald S. Guthrie, Scott M. Jenkins, and Jerry L. Johnson.

2. *A proposal to approve a non-binding advisory vote on executive officers compensation (say-on-pay).*

The shareholders of the Corporation approved the say-on pay proposal by the following vote:

| Votes For | Votes Against | Abstained | Broker Non-Votes |
|------------------|----------------------|------------------|-------------------------|
| 9,790,605 | 282,179 | 69,220 | 1,419,289 |

3. *A proposal to ratify KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2012.*

The shareholders of the Corporation ratified the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2012 by the following vote:

| Votes For | Votes Against | Abstained |
|------------------|----------------------|------------------|
| 11,223,764 | 326,054 | 11,475 |

SIGNATURE

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.

BRYN MAWR BANK CORPORATION

By: /s/ **Frederick C. Peters II**
Frederick C. Peters II
President and CEO

Date: May 7, 2012