

Bankwell Financial Group, Inc.
Form 8-K
June 01, 2017

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 31, 2017

Bankwell Financial Group, Inc.

(Exact name of registrant as specified in its charter)

Connecticut

001-36448

20-8251355

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

220 Elm Street

New Canaan, Connecticut 06840

(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 5.07 Submission of Matter to a Vote of Security Holders

On May 31, 2017, Bankwell Financial Group, Inc. (Nasdaq BWFG), (the "Company") held its Annual Meeting of Stockholders (the "Meeting"). Of the 7,633,386 shares of the Company's common stock outstanding as of the record date for the Meeting, 6,965,835 shares were present or represented by proxy at the Meeting.

The voting results from the Meeting were as follows:

| | | | |
|----------------------|--------------------|--|--|
| 1. | | Election of Directors for One-Year Terms (Proposal 1). | |
| Director | For | Withheld | |
| George P. Bauer | 6,000,581 (99.25%) | 45,308 (0.75%) | |
| Gail E.D. Brathwaite | 5,295,703 (87.59%) | 750,186 (12.41%) | |
| Richard Castiglioni | 5,042,822 (83.41%) | 1,003,067 (16.59%) | |
| Eric J. Dale | 5,727,246 (94.73%) | 318,643 (5.27%) | |
| Blake S. Drexler | 5,995,757 (99.17%) | 50,132 (0.83%) | |
| James A. Fieber | 5,097,046 (84.31%) | 948,843 (15.69%) | |
| Christopher Gruseke | 5,373,857 (88.88%) | 672,032 (11.12%) | |
| Daniel S. Jones | 5,998,306 (99.21%) | 47,583 (0.79%) | |
| Todd Lampert | 5,034,443 (83.27%) | 1,011,456 (16.73%) | |
| Victor S. Liss | 5,352,629 (88.53%) | 693,260 (11.47%) | |
| Carl M. Porto | 5,342,567 (88.37%) | 703,322 (11.63%) | |

There were 919,946 broker non-votes on the Proposal.

2. Ratification of Appointment of RSM US LLP as independent auditors of the Company for the fiscal year ending December 31, 2017 (Proposal 2)

| | | |
|--------------------|----------------|-------------|
| For | Against | Abstain |
| 6,928,504 (99.47%) | 37,217 (0.53%) | 114 (0.00%) |

There were no broker non-votes on the Proposal.

Accordingly, all Director nominees were elected and the independent auditors were ratified.

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.

BANKWELL FINANCIAL GROUP, INC.
Registrant

June 1, 2017 By: /s/ Penko K. Ivanov
Penko K. Ivanov
Executive Vice President
and Chief Financial Officer
