

COLUMBIA BANKING SYSTEM INC
Form 8-K
April 24, 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):

April 22, 2015

COLUMBIA BANKING SYSTEM, INC.

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction of incorporation)

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000-20288
(Commission File Number)

91-1422237
(IRS Employer Identification No.)

1301 A Street

Tacoma, WA 98402

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (253) 305-1900

(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))

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

On April 22, 2015, Columbia Banking System, Inc. (the Company) held its 2015 Annual Meeting of Shareholders (the 2015 Annual Meeting). There were 57,654,663 shares outstanding and entitled to vote at the 2015 Annual Meeting; of those shares, 52,252,433 were present in person or by proxy. The following matters were voted upon at the 2015 Annual Meeting:

1. The election of eleven directors to serve on the Company's Board of Directors until the 2016 annual meeting or until their successors have been elected and have qualified;
2. The approval of a proposed amendment to the Company's Amended and Restated Articles of Incorporation;
3. An advisory (non-binding) resolution to approve the compensation of the Company's executive officers; and
4. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

The following is a summary of the voting results for the matters voted upon by the shareholders.

1. Election of Directors

| Director's Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------|------------|---------------|-------------|------------------|
| David A. Dietzler | 48,007,424 | 198,529 | 133,964 | 3,912,516 |
| Melanie J. Dressel | 47,857,946 | 370,796 | 111,175 | 3,912,516 |
| Craig D. Eerkes | 48,020,810 | 184,627 | 134,480 | 3,912,516 |
| Ford Elsaesser | 47,996,275 | 213,489 | 130,153 | 3,912,516 |
| Mark A. Finkelstein | 48,039,868 | 184,202 | 115,847 | 3,912,516 |
| John P. Folsom | 47,536,837 | 669,038 | 134,042 | 3,912,516 |
| Thomas M. Hulbert | 47,477,154 | 723,043 | 139,720 | 3,912,516 |
| Michelle M. Lantow | 48,043,447 | 180,112 | 116,358 | 3,912,516 |
| S. Mae Fujita Numata | 48,045,325 | 178,773 | 115,819 | 3,912,516 |
| Elizabeth W. Seaton | 48,049,239 | 175,073 | 115,605 | 3,912,516 |
| William T. Weyerhaeuser | 47,546,065 | 668,994 | 124,858 | 3,912,516 |

2. Approval of Amendment to the Amended and Restated Articles of Incorporation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 43,249,475 | 7,920,323 | 1,082,635 | |

3. Advisory (non-binding) Vote on Executive Compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 47,786,035 | 373,912 | 179,970 | 3,912,516 |

4. Ratification of Appointment of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 51,097,191 | 1,021,678 | 133,564 | |

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.

Dated: April 24, 2015

COLUMBIA BANKING SYSTEM, INC.

By: /s/ Melanie J. Dressel
Melanie J. Dressel
President and Chief Executive Officer