

FIRST MARINER BANCORP
Form 8-K
May 20, 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 14, 2013

FIRST MARINER BANCORP
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other
Jurisdiction
of
Incorporation)

000-21815
(Commission
File Number)

52-1834860
(IRS Employer
Identification No.)

1501 S. Clinton Street, Baltimore, MD 21224
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (410) 342-2600

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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On May 14, 2013, First Mariner Bancorp (the “Company”) issued a press release announcing its financial results for the three months ended March 31, 2013. A copy of the Company’s press release dated May 14, 2013 is attached to this Report as Exhibit 99.1 and is furnished herewith.

The information contained in this Item 2.02 and in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the “Exchange Act,” or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The annual meeting of the Company’s stockholders was held on May 14, 2013.

(b) The matters considered and voted on by the stockholders at the annual meeting and the votes of the stockholders were as follows:

1. The following individuals were elected as directors, each for a three-year term with terms expiring in 2016, by the following vote:

| Name | Shares Voted For | Votes Withheld | Broker Non-Votes |
|--------------------|------------------|----------------|------------------|
| George H. Mantakos | 4,968,449 | 93,743 | 9,332,251 |
| Michael R. Watson | 4,957,161 | 105,031 | 9,332,251 |
| Hector Torres | 4,961,915 | 100,277 | 9,332,251 |
| Gregory A. Devou | 4,960,034 | 102,158 | 9,332,251 |

2. The appointment of Stegman & Company as the Company’s independent registered public accounting firm for the year ending December 31, 2013 was ratified by the stockholders by the following vote:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 14,055,139 | 236,358 | 102,946 | -0- |

3. An advisory vote was taken on the compensation of the Company's named executive officers as disclosed in the proxy statement and the vote was as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|---------------------|
| 4,460,398 | 512,812 | 88,981 | 9,332,251 |

4. A vote was taken on the approval of the frequency of a stockholder vote to approve the compensation of the named executive officers.

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------|--------------|----------------|---------|---------------------|
| 1,483,638 | 3,379,080 | 139,710 | 59,764 | 9,332,251 |

The Company's Board of Directors determined that an advisory vote on the approval of the compensation of the Company's named executive officers will be included every two years in the Company's proxy materials.

Item 9.01 Financial Statements and Exhibits

Exhibits

Number Description

99.1 Press Release dated May 14, 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.

FIRST MARINER BANCORP

Date: May 20, 2013

By: /s/ Paul B. Susie
Paul B. Susie
Chief Financial Officer