

WASHINGTON FEDERAL INC
Form 8-K
January 20, 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): January 18, 2012

Washington Federal, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Washington (State or other jurisdiction of incorporation) | 001-34654 (Commission File Number) | 91-1661606 (IRS Employer Identification No.) |
| 425 Pike Street, Seattle, Washington 98101 (Address of principal executive offices)(Zip Code) | | |
| Registrant's telephone number, including area code (206) 624-7930 | | |
| 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 (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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of Washington Federal, Inc. was held on January 18, 2012. The four items voted upon by shareholders included 1) the election of four directors, one for a one-year term and three for a three-year term, 2) the approval of a non-binding, advisory proposal on the compensation of Washington Federal executive officers, 3) the recommendation, based on a non-binding advisory vote, of the frequency of future advisory votes on the compensation of Washington Federal executive officers and 4) the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accountants for fiscal 2012. The results of the voting were as follows:

| | Votes Cast For | Against | Votes Withheld | Total Votes Cast |
|---|-------------------|-----------|-------------------|---------------------|
| Election of Directors | | | | |
| One-year term: | | | | |
| John F. Clearman | 86,041,246 | — | 1,905,559 | 87,946,805 |
| Three-year term: | | | | |
| Liane J. Pelletier | 87,103,664 | — | 843,141 | 87,946,805 |
| Mark N. Tabbutt | 87,116,314 | — | 830,491 | 87,946,805 |
| Roy M. Whitehead | 84,982,733 | — | 2,964,072 | 87,946,805 |
| Non-binding advisory vote on executive compensation | 86,330,870 | 717,103 | 898,832 | 87,946,805 |
| Non-binding advisory vote on frequency of future advisory votes on executive compensation | | | | |
| 3 years | 8,162,776 | | | 8,162,776 |
| 2 years | 456,001 | | | 456,001 |
| 1 year | 78,484,445 | | | 78,484,445 |
| Abstained | | | 843,583 | 843,583 |
| | | | | 87,946,805 |
| Ratify appointment of Deloitte & Touche LLP | 99,684,089 | 1,704,893 | 164,218 | 101,553,200 |

Based on the results above, all of the business voted upon by the shareholders was approved.

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 thereunto duly authorized.

Date: January 20, 2012

WASHINGTON FEDERAL, INC.

By: /s/ BRENT J. BEARDALL
Brent J. Beardall
Executive Vice President
and Chief Financial Officer