

PEAPACK GLADSTONE FINANCIAL CORP  
Form 8-K  
May 10, 2018

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

May 9, 2018

Date of Report (Date of earliest event reported)

PEAPACK-GLADSTONE FINANCIAL CORPORATION

(Exact name of Registrant as Specified in its Charter)

New Jersey

(State or Other Jurisdiction of Incorporation)

001-16197                      22-3537895  
(Commission File Number) (IRS Employer Identification No.)

500 Hills Drive, Suite 300

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Bedminster, New Jersey 07921-1538

(Address of principal executive offices)

(908) 234-0700

(Registrant's telephone number, including area code)

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 or Rule 12b-2 of the Securities Exchange Act of 1934. "

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. "

**INFORMATION TO BE INCLUDED IN THE REPORT**

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

On May 9, 2018, the Annual Meeting of Shareholders of Peapack-Gladstone Financial Corporation (the “Company”) was held. The Company’s shareholders took the following actions:

Proposal #1 – Election of Directors. Voted on the election of 13 persons, named in the Proxy Statement, to serve as directors of the Company for the ensuing year constituting the entire Board of Directors. The following is a list of directors elected at the Annual.

| Name                   | For        | Withheld  |
|------------------------|------------|-----------|
| Carmen M. Bowser       | 13,856,165 | 47,670    |
| Dr. Susan A. Cole      | 13,788,485 | 115,350   |
| Anthony J. Consi, II   | 13,680,766 | 223,069   |
| Richard Daingerfield   | 13,843,155 | 60,680    |
| Edward A. Gramigna, Jr | 13,797,478 | 106,357   |
| Steven A. Kass         | 13,856,427 | 47,408    |
| Douglas L. Kennedy     | 13,850,123 | 53,712    |
| John D. Kissel         | 13,834,391 | 69,444    |
| James R. Lamb          | 13,641,205 | 262,630   |
| F. Duffield Meyercord  | 13,669,719 | 234,116   |
| Philip W. Smith, III   | 11,841,472 | 2,062,363 |
| Tony Spinelli          | 13,841,846 | 61,989    |
| Beth Welsh             | 13,850,629 | 53,206    |

There were 2,326,359 broker non-votes on the proposal.

Proposal #2 - Compensation of Executive Officers. Voted on a non-binding, advisory basis to approve the compensation of the Company’s named executive officers.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions and broker non-votes, is as follows:

|     | Number of Votes |
|-----|-----------------|
| For | 12,185,373      |

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|                  |           |
|------------------|-----------|
| Against          | 1,481,536 |
| Abstentions      | 236,926   |
| Broker Non-Votes | 2,326,359 |

Proposal #3 – Amend the Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 21,000,000 to 42,000,000.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions and broker non-votes, is as follows:

|             | Number of Votes |
|-------------|-----------------|
| For         | 13,862,551      |
| Against     | 2,316,215       |
| Abstentions | 51,428          |

Proposal #4 - Ratification of the Independent Registered Public Accounting Firm. Voted to ratify the appointment of Crowe Horwath LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

The number of shares voted “For” and “Against” this proposal, as well as the number of abstentions, is as follows:

|             | Number of Votes |
|-------------|-----------------|
| For         | 16,138,890      |
| Against     | 87,512          |
| Abstentions | 3,792           |

**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.

PEAPACK-GLADSTONE FINANCIAL CORPORATION

Dated: May 10, 2018 By: /s/ Jeffrey J. Carfora  
Jeffrey J. Carfora  
Senior Executive Vice President, and Chief Financial  
Officer