

BRYN MAWR BANK CORP  
Form 8-K  
April 21, 2017  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 20, 2017**

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**Bryn Mawr Bank Corporation**

**(Exact Name of Registrant as specified in its charter)**

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**Pennsylvania**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35746**  
**(Commission File Number)**

**23-2434506**  
**(I.R.S. Employer**  
**Identification No.)**

**801 Lancaster Avenue, Bryn Mawr, PA 19010**

**Registrant's telephone number, including area code: 610-525-1700**

**None**

**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instructions A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 2.02 Results of Operations and Financial Condition.**

On April 20, 2017, Bryn Mawr Bank Corporation (the “Corporation”), the parent of The Bryn Mawr Trust Company, issued a Press Release announcing the results of operations for the quarter ended March 31, 2017. The Press Release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

The information furnished in this Item 2.02, including Exhibit 99.1 attached hereto and incorporated by reference herein, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, such information, including such Exhibit, shall not be deemed incorporated by reference into any of the Corporation’s reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

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

The Corporation held its Annual Meeting of Shareholders on April 20, 2017 for the purpose of considering and acting upon the below proposals. A total of 17,007,022 shares were outstanding and entitled to vote at the Annual Meeting, of which 15,434,601 shares were voted.

1. *A proposal to elect two Class III directors to serve a four year term expiring in 2021.*

The shareholders of the Corporation elected the following Class III directors to each serve a four year term expiring in 2021 by the following vote:

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Wendell F. Holland	13,110,216	312,072	2,012,313
David E. Lees	13,116,421	305,867	2,012,313

The following additional directors continued in office after the Annual Meeting: Britton H. Murdoch, Francis J. Leto, Michael J. Clement, Andrea F. Gilbert, Scott M. Jenkins, Jerry J. Johnson, A. John May, III and Lynn B. McKee.

2. *A proposal to approve a non-binding advisory vote on executive officer compensation (“say-on-pay”).*

The shareholders of the Corporation approved the say-on-pay proposal by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
13,127,366	237,038	57,884	2,012,313

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3. *A proposal to approve a non-binding advisory vote on the frequency of the say-on-pay resolution.*

The shareholders of the Corporation approved an annual frequency of the say-on-pay proposal by the following vote:

<b>Frequency of</b>	<b>Frequency of</b>	<b>Frequency of</b>	<b>Abstained</b>	<b>Broker</b>
<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>		<b>Non-Votes</b>
11,104,824	357,378	1,902,077	58,009	2,012,313

The Corporation intends to submit a say-on-pay proposal to its shareholders on an annual basis until the next say-on-pay frequency proposal is submitted to shareholders, expected in 2023.

4. *A proposal to ratify KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017.*

The shareholders of the Corporation ratified the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017 by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
14,893,602	508,330	32,669

#### **Item 9.01. Financial Statements and Exhibits**

(d) Exhibit 99.1 – Press Release announcing the results of operations for the quarter ended March 31, 2017

SIGNATURE

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.

BRYN MAWR BANK CORPORATION

By: /s/ Michael W. Harrington  
Michael W. Harrington,  
Chief Financial Officer

Date: April 20, 2017

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EXHIBIT INDEX

Exhibit 99.1 – Press Release announcing the results of operations for the quarter ended March 31, 2017



