

CENTURY BANCORP INC
Form 8-K
April 17, 2019

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: April 17, 2019

Century Bancorp, Inc.

(Exact name of registrant as specified in its charter)

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

**0-15752
(Commission
File No.)**

**04-2498617
(IRS Employer
Identification No.)**

400 Mystic Avenue

Medford, MA

02155

(Address of principal executive offices)

(Zip Code)

(781) 391-4000

(Registrant's telephone number, including area code)

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Indicate by check mark whether the registrant is an emerging growth company as defined in 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

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 5.07 Submission of Matters to a Vote of Security Holders

On April 9, 2019, Century Bancorp., Inc. (the Company) held its Annual Meeting of Class B Stockholders for the purpose of 1) fixing the number of directors for the ensuing year, 2) electing directors, and 3) ratifying and confirming the appointment of KPMG LLP as the independent auditors for the Company for the current fiscal year.

By a unanimous vote, a proposal to fix the number of directors for the ensuing year at 15 was approved. By the votes indicated below, each of the fourteen current directors was reelected and will hold office for the ensuing year until his or her successor is chosen and qualified. The table below set forth the names of the nominees, the votes cast for and against and the number of abstentions and broker non-votes for such nominees.

| | Number of Votes For | Number of Votes Against | Number of Votes Abstained/Non- votes |
|-------------------------|------------------------|----------------------------|--|
| George R. Baldwin | 1,806,991 | 0 | 33,120 |
| Stephen R. Delinsky | 1,806,991 | 0 | 33,120 |
| Louis J. Grossman | 1,806,991 | 0 | 33,120 |
| Russell B. Higley, Esq. | 1,806,991 | 0 | 33,120 |
| Jackie Jenkins-Scott | 1,806,991 | 0 | 33,120 |
| Linda Sloane Kay | 1,806,981 | 10 | 33,120 |
| Fraser Lemley | 1,806,991 | 0 | 33,120 |
| Joseph P. Mercurio | 1,806,991 | 0 | 33,120 |
| Joseph J. Senna, Esq. | 1,806,991 | 0 | 33,120 |
| Jo Ann Simons | 1,806,991 | 0 | 33,120 |
| Barry R. Sloane | 1,806,981 | 10 | 33,120 |
| Marshall M. Sloane * | 1,806,981 | 10 | 33,120 |
| George F. Swansburg | 1,806,991 | 0 | 33,120 |
| Jon Westling | 1,746,991 | 60,000 | 33,120 |

* As previously reported in an 8-K filed on April 11, 2019, Marshall M. Sloane passed away creating a vacancy on the Board of Directors.

The proposal to ratify the appointment of KPMG LLP as the independent auditors for the Company for the current fiscal year was approved. The table below sets forth the votes cast for and against, and the number of abstentions and broker non-votes for such proposal.

| | Number of Votes For | Number of Votes Against | Number of Votes Abstained |
|--|------------------------|----------------------------|------------------------------|
| To ratify and confirm the section by the Audit Committee of the Company's Board of Directors of KPMG, LLP as independent auditors to certify the annual report of the Company for its current fiscal year. | 1,840,111 | 0 | 0 |

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENTURY BANCORP, INC.

/s/ William P. Hornby
William P. Hornby
Chief Financial Officer and Treasurer

Dated: April 17, 2019