

BOSTON PRIVATE FINANCIAL HOLDINGS INC

Form 8-K

April 22, 2019

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): April 18, 2019

Boston Private Financial Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Massachusetts

001-35070

04-2976299

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

Ten Post Office Square, Boston, Massachusetts 02109

(Address of principal executive offices)

(617) 912-1900

(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 (§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. ☐

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

At the 2019 Annual Meeting of Shareholders of Boston Private Financial Holdings, Inc. (the “Company”) held on April 18, 2019, Anthony DeChellis, Mark F. Furlong, Joseph C. Guyaux, Deborah F. Kuenstner, Gloria C. Larson, Kimberly S. Stevenson, Luis Antonio Ubina, Stephen M. Waters, and Elizabeth H. Zlatkus were elected to serve until the Company’s 2020 Annual Meeting of Shareholders and until their successors are duly elected and qualified. In addition, at the meeting, the shareholders (a) approved an advisory, non-binding, resolution on the compensation of the Company’s named executive officers as disclosed in the Company’s 2019 Proxy Statement and (b) ratified the selection of KPMG, LLP as the Company’s independent registered public accounting firm for fiscal year 2019.

The voting results are set forth below.

(1) Election of directors:

Director Nominee	For	Withheld	Broker Non-Votes
Anthony DeChellis	73,199,407	350,127	5,230,918
Mark F. Furlong	73,329,498	220,036	5,230,918
Joseph C. Guyaux	73,238,550	310,984	5,230,918
Deborah F. Kuenstner	72,476,009	1,073,525	5,230,918
Gloria C. Larson	73,301,843	247,691	5,230,918
Kimberly S. Stevenson	73,138,229	411,235	5,230,918
Luis Antonio Ubina	73,198,568	350,966	5,230,918
Stephen M. Waters	72,095,227	1,454,307	5,230,918
Elizabeth H. Zlatkus	73,088,832	460,702	5,230,918

(2) Approval of an advisory, non-binding resolution on the compensation of the Company’s named executive officers:

For	Against	Abstain	Broker Non-Votes
70,374,358	2,996,463	178,711	5,230,920

(3) Ratification of the selection of KPMG, LLP as the Company’s independent registered public accounting firm for fiscal 2019:

For	Against	Abstain	Broker Non-Votes
74,383,396	4,393,705	3,351	0

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

BOSTON PRIVATE
FINANCIAL HOLDINGS, INC.

By: /S/ STEVEN M. GAVEN
Name: Steven M. Gaven
Title: Chief Financial Officer

Date April 22, 2019