

NORTHRIM BANCORP INC
Form 8-K
May 29, 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
Date of Report (Date of Earliest Event Reported): May 29, 2018 (May 24, 2018)
Northrim BanCorp, Inc.

| | | |
|--|-----------------------------|---|
| <hr/> | | |
| (Exact name of registrant as specified in its charter) | | |
| Alaska | 0-33501 | 92-0175752 |
| <hr/> | | |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 3111 C Street, Anchorage, Alaska | | 99503 |
| <hr/> | | |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including area code: 907-562-0062 | | |
| 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:

- 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.

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

On May 24, 2018, Northrim BanCorp, Inc. (the "Company") held its 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting"). There were 6,871,963 shares outstanding and entitled to vote at the 2018 Annual Meeting; of those shares, 6,234,702 were present in person or by proxy. The following matters were voted upon at the 2018 Annual Meeting:

- The election of 10 directors to serve on the Company's Board of Directors until the 2019 annual meeting of shareholders or until their successors have been elected and have qualified;
- The approval, by nonbinding vote, of the compensation of the Company's named executive officers; and
- The ratification of the selection of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

The following is a summary of the voting results for the matters voted upon by the shareholders:

Election of Directors

| DIRECTOR | FOR | WITHHOLD | VOTES CAST | BROKER NONVOTES |
|----------------------|-----------|----------|------------|-----------------|
| Larry S. Cash | 5,081,095 | 142,492 | 5,223,587 | 1,011,115 |
| Anthony Drabek | 5,080,998 | 142,589 | 5,223,587 | 1,011,115 |
| Karl L. Hanneman | 5,090,804 | 132,783 | 5,223,587 | 1,011,115 |
| David W. Karp | 5,120,277 | 103,310 | 5,223,587 | 1,011,115 |
| David J. McCambridge | 5,091,554 | 132,033 | 5,223,587 | 1,011,115 |
| Krystal M. Nelson | 5,072,662 | 150,925 | 5,223,587 | 1,011,115 |
| Joseph M. Schierhorn | 5,073,319 | 150,268 | 5,223,587 | 1,011,115 |
| John C. Swalling | 5,023,794 | 199,793 | 5,223,587 | 1,011,115 |
| Linda C. Thomas | 5,121,478 | 102,109 | 5,223,587 | 1,011,115 |
| David G. Wight | 5,082,278 | 141,309 | 5,223,587 | 1,011,115 |

Advisory Vote (Nonbinding) on Executive Compensation

| FOR | AGAINST | ABSTAIN | VOTES CAST | BROKER NONVOTES |
|-----------|---------|---------|------------|-----------------|
| 4,885,436 | 132,993 | 205,158 | 5,223,587 | 1,011,115 |

Ratification of Selection of Moss Adams LLP as the Company's Independent Registered Accounting Firm for Fiscal Year 2018

| FOR | AGAINST | ABSTAIN | VOTES CAST | BROKER NONVOTES |
|-----------|---------|---------|------------|-----------------|
| 6,143,920 | 88,048 | 2,734 | 6,234,702 | — |

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.

Northrim BanCorp, Inc.

May 29, 2018 By: /s/ Michael A. Martin

Name: Michael A. Martin

Title: EVP, General Counsel & Corporate Secretary