

FLAGSTAR BANCORP INC
Form 8-K
August 22, 2013

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): August 20, 2013

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Michigan | 1-16577 | 38-3150651 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 5151 Corporate Drive, Troy, Michigan | | 48098 |
| (Address of principal executive offices) | | (Zip Code) |

(248) 312-2000
(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))

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of Flagstar Bancorp, Inc. (the "Company") was held on August 20, 2013 (the "Annual Meeting"). A total of 51,282,411 shares of common stock were represented in person or by proxy, for 91.4 percent of the 56,083,291 shares of common stock outstanding on July 11, 2013, the record date. The final voting results of the five proposals presented to the Company's stockholders at the Annual Meeting were as follows:

(i) the election of the nine director nominees:

| Name | For | Against | Abstain | Broker Non-Vote |
|--------------------|------------|-----------|---------|-----------------|
| Walter Carter | 44,612,826 | 1,068,238 | 33,184 | 5,568,163 |
| Alessandro DiNello | 45,478,752 | 203,516 | 33,184 | 5,568,163 |
| Jay J. Hansen | 44,941,244 | 739,884 | 33,120 | 5,568,163 |
| John D. Lewis | 45,493,298 | 185,216 | 35,734 | 5,568,163 |
| David J. Matlin | 43,310,523 | 2,368,011 | 35,714 | 5,568,163 |
| James A. Ovenden | 45,494,446 | 186,693 | 33,109 | 5,568,163 |
| Peter Schoels | 43,301,900 | 2,379,342 | 33,006 | 5,568,163 |
| Michael J. Shonka | 45,369,081 | 311,551 | 33,616 | 5,568,163 |
| David L. Treadwell | 41,610,029 | 4,070,466 | 33,753 | 5,568,163 |

(ii) to approve on an advisory (non-binding) resolution to approve named executive officer compensation;

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 43,392,643 | 2,285,445 | 36,160 | 5,568,163 |

(iii) to select, on an advisory (non-binding) basis, the frequency of future advisory votes on named executive officer compensation;

| Every One Year | Every Two Years | Every Three Years | Abstain | Broker Non-Vote |
|----------------|-----------------|-------------------|---------|-----------------|
| 43,738,915 | 126,526 | 1,778,174 | 70,633 | — |

(iv) to reapprove the performance criteria set forth in the Flagstar Bancorp, Inc. 2006 Equity Incentive Plan, as amended to date; and

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 43,536,057 | 2,140,919 | 37,272 | 5,568,163 |

(v) to ratify the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accountants for the year ending December 31, 2013.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 50,954,782 | 175,801 | 151,828 | — |

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.

FLAGSTAR BANCORP, INC.

Dated: August 22, 2013

By /s/ Paul D. Borja
Paul D. Borja
Executive Vice-President and Chief
Financial Officer