

UMB FINANCIAL CORP  
Form 8-K  
April 26, 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): 4/24/2018**

**UMB FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 000-04887**

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

**43-0903811**  
**(IRS Employer**  
  
**Identification No.)**

Edgar Filing: UMB FINANCIAL CORP - Form 8-K

**1010 Grand Blvd., Kansas City, MO 64106**

**(Address of principal executive offices, including zip code)**

**(816) 860-7000**

**(Registrant's telephone number, including area code)**

**(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 13c-4(c) under the Exchange Act (17 CFR 240.13c-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**

The annual meeting of shareholders of UMB Financial Corporation (the Company) was held on April 24, 2018. As of the record date, there were a total of 50,033,904 shares outstanding and entitled to vote at the annual meeting. At the annual meeting, 46,084,831 shares were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Board of Directors to a vote of the shareholders:

1. Election of 12 directors to hold office until the 2019 annual meeting of shareholders. The nominees for the directorships received the following votes:

| Director               | For        | Withhold  | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Robin C. Beery         | 42,568,582 | 544,426   | 2,971,823        |
| Kevin C. Gallagher     | 42,544,983 | 568,026   | 2,971,823        |
| Greg M. Graves         | 41,908,080 | 1,204,928 | 2,971,823        |
| Alexander C. Kemper    | 42,670,031 | 442,978   | 2,971,823        |
| J. Mariner Kemper      | 42,384,886 | 728,122   | 2,971,823        |
| Gordon E. Lansford     | 42,633,978 | 479,031   | 2,971,823        |
| Timothy R. Murphy      | 42,325,305 | 787,703   | 2,971,823        |
| Kris A. Robbins        | 42,551,757 | 561,251   | 2,971,823        |
| L. Joshua Sosland      | 42,180,924 | 932,085   | 2,971,823        |
| Dylan E. Taylor        | 42,550,101 | 562,907   | 2,971,823        |
| Paul Uhlmann, III      | 42,191,911 | 921,097   | 2,971,823        |
| Leroy J. Williams, Jr. | 42,561,183 | 551,825   | 2,971,823        |

Based on the votes set forth above, each of the nominees was elected to serve as a director until the Annual Meeting in 2019.

2. Advisory vote (non-binding) on the compensation paid to our named executive officers.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 42,254,964 | 767,059 | 90,986  | 2,971,823        |

3. Ratification of the Corporate Audit Committee's engagement KPMG LLP to serve as the Company's independent registered public accounting firm for 2018. The proposal received the following votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 46,057,089 | 17,545  | 10,197  | 0                |

4. Approval of the UMB Financial Corporation Omnibus Incentive Compensation Plan. The proposal received the following votes:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 39,873,503 | 3,044,852 | 194,653 | 2,971,823        |

**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.

**UMB FINANCIAL CORPORATION**

By: /s/ Ram Shankar  
Ram Shankar

Chief Financial Officer

Date: April 26, 2018