

FIRST MIDWEST BANCORP INC
Form 8-K
May 23, 2017

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 17, 2017

(Exact name of registrant as
specified in its charter)

Delaware
(State
or 0-10967 36-3161078
other Commission (IRS Employer
jurisdiction) Identification No.)
of
Incorporation)

One Pierce
Place, Suite
1500, Itasca,
Illinois
(Address of 60143-1254
principal (Zip Code)
executive
offices)

(630) 875-7463
(Registrant's telephone number,
including area code)

N/A

(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 (§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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 17, 2017, at the 2017 Annual Meeting of Stockholders of First Midwest Bancorp, Inc. (the "Company"), the stockholders of the Company approved and adopted amendments to the Company's certificate of incorporation to (1) declassify the Board of Directors, including corresponding changes, consistent with Delaware law, to allow stockholders to remove directors with or without cause, and (2) increase the authorized common stock of the Company from 150,000,000 to 250,000,000 shares. The amendments are described more fully in the Company's proxy statement filed with the Securities and Exchange Commission on April 11, 2017 (the "2017 Proxy Statement"). On May 19, 2017, the Company filed a certificate of amendment of its certificate of incorporation with the Secretary of State of the State of Delaware reflecting these amendments. The foregoing description of the amendments does not purport to be complete and is qualified in its entirety by reference to the full text of the certificate of amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its 2017 Annual Meeting of Stockholders on May 17, 2017. At the annual meeting, the Company's stockholders considered five matters, each of which is described more fully in the Company's 2017 Proxy Statement. A total of 91,486,418 shares of the Company's common stock were represented in person or by proxy at the annual meeting, which represented approximately 89% of the Company's total outstanding shares of common stock entitled to vote at the annual meeting.

The vote results on the matters presented at the annual meeting are set forth below.

Item 1 - Election of Directors. All of the nominees for election to the Company's Board of Directors were elected upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|------------|---------------|-------------|------------------|
| Thomas L. Brown | 80,073,415 | 746,867 | 75,411 | 10,590,725 |
| Phupinder S. Gill | 80,094,490 | 730,201 | 71,002 | 10,590,725 |
| Kathryn J. Hayley | 80,124,191 | 699,218 | 72,284 | 10,590,725 |
| Frank B. Modruson | 80,067,730 | 753,512 | 74,451 | 10,590,725 |
| Ellen A. Rudnick | 79,095,288 | 1,729,767 | 70,638 | 10,590,725 |
| Michael J. Small | 80,087,609 | 733,503 | 74,581 | 10,590,725 |
| Stephen C. Van Arsdell | 79,582,388 | 1,242,765 | 70,540 | 10,590,725 |

As a result of the approval and adoption of the amendment to the Company's certificate of incorporation to declassify the Board of Directors (Item 2, below), each nominee was elected to serve a one-year term expiring at the Company's 2018 annual meeting of stockholders.

Additionally, as previously announced, John F. Chlebowski, Jr. decided to retire from the Company's Board of Directors upon the conclusion of his term at the 2017 annual meeting and, accordingly, did not stand for re-election. In connection with Mr. Chlebowski's retirement, the Company's Board of Directors reduced the size of the Board to fifteen directors effective at the annual meeting.

Item 2 - Amendment to the Company's Certificate of Incorporation to Declassify the Board of Directors. The amendment to the Company's certificate of incorporation to declassify the Board of Directors was approved and adopted upon the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 80,536,329 | 241,878 | 117,486 | 10,590,725 |

Item 3 - Amendment to the Company's Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock. The amendment to the Company's certificate of incorporation to increase the number of authorized shares of common stock from 150,000,000 to 250,000,000 was approved and adopted upon the following votes:

Votes For Votes Against Abstentions

75,766,526 10,916,611 4,803,281

Item 4 - Advisory Resolution Regarding the Compensation Paid to the Company's Named Executive Officers. An advisory (non-binding) resolution regarding the compensation paid by the Company to its named executive officers in 2016 was approved upon the following votes:

Votes For Votes Against Abstentions Broker Non-Votes

75,763,702 4,627,413 504,578 10,590,725

Item 5 - Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017 was ratified on an advisory (non-binding) basis upon the following votes:

Votes For Votes Against Abstentions

89,298,434 2,111,817 76,167

Item 8.01 Other Events

On May 17, 2017, the Board of Directors of the Company formally established an Enterprise Risk Committee of the Board. Thomas L. Brown, Phupinder S. Gill, Patrick J. McDonnell, Frank B. Modruson, Michael J. Small and J. Stephen Vanderwoude, each of whom is an independent director, were appointed to serve as the initial members of the committee, effective immediately.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Certificate of Amendment of Restated Certificate of Incorporation of the Company.

3.1

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.

FIRST MIDWEST BANCORP, INC.

Date: May 23, 2017 By: /s/ NICHOLAS J. CHULOS

Nicholas J. Chulos

Executive Vice President, Corporate Secretary, and General Counsel