

Section 1: 8-K (8-K ANNUAL MEETING 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):

May 29, 2019 (May 23, 2019)

Northrim BanCorp, Inc.

(Exact name of registrant as specified in its charter)

Alaska

0-33501

92-0175752

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

3111 C Street, Anchorage, Alaska

99503

(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.

Securities registered pursuant to Section 12(b) of the Act: None

TITLE OF EACH CLASS

TRADING SYMBOL

NAME OF EXCHANGE

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 23, 2019, Northrim Bancorp, Inc. (the "Company") held its 2019 Annual Meeting of Shareholders (the "2019 Annual Meeting"). There were 6,878,829 shares outstanding and entitled to vote at the 2019 Annual Meeting; of those shares, 6,204,024 were present in person or by proxy. The following matters were voted upon at the 2018 Annual Meeting:

- The election of 11 directors to serve on the Company's Board of Directors until the 2020 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, 2019.

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

Election of Directors

<u>DIRECTOR</u>	<u>FOR</u>	<u>WITHHOLD</u>	<u>VOTES CAST</u>	<u>BROKER NONVOTES</u>
Larry S. Cash	5,099,785	56,036	5,155,821	1,048,203
Anthony Drabek	5,087,390	68,431	5,155,821	1,048,203
Karl L. Hanneman	5,130,245	25,576	5,155,821	1,048,203
David W. Karp	5,069,079	86,742	5,155,821	1,048,203
David J. McCambridge	5,132,682	23,139	5,155,821	1,048,203
Krystal M. Nelson	5,103,626	52,195	5,155,821	1,048,203
Joseph M. Schierhorn	5,093,530	62,291	5,155,821	1,048,203
Aaron M. Schutt	5,131,176	24,645	5,155,821	1,048,203
John C. Swalling	4,996,392	159,429	5,155,821	1,048,203
Linda C. Thomas	5,070,148	85,673	5,155,821	1,048,203
David G. Wight	5,025,485	130,336	5,155,821	1,048,203

Advisory Vote (Nonbinding) on Executive Compensation

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>VOTES CAST</u>	<u>BROKER NONVOTES</u>
4,910,964	131,252	113,605	5,155,821	1,048,203

Ratification of Selection of Moss Adams LLP as the Company's Independent Registered Accounting Firm for Fiscal Year 2019

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>VOTES CAST</u>	<u>BROKER NONVOTES</u>
6,023,663	177,173	3,188	6,204,024	—

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 28, 2019

By: /s/ Michael A. Martin

Name: Michael A. Martin

Title: EVP, General Counsel & Corporate Secretary

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