

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
May 03, 2012

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 3, 2012 (May 1, 2012)

ENTERPRISE BANCORP, INC.  
(exact name of registrant as specified in charter)

Massachusetts (State or Other Jurisdiction of Incorporation)	001-33912 (Commission File Number)	04-3308902 (IRS Employer Identification No.)
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222 Merrimack Street Lowell, Massachusetts (address of principal executive offices)	01852 (Zip Code)
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(978) 459-9000  
(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

(a) The annual meeting of shareholders of Enterprise Bancorp, Inc. (the "Company") was held on May 1, 2012.

(b) At the Company's annual meeting, holders of the Company's common stock voted to (i) elect all of the Board's nominees to the Board of Directors, (ii) amend the Company's 2009 Stock Incentive Plan, and (iii) ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. Votes were cast as follows:

1. To elect five Directors of the Company, each for a three-year term:

Nominee	For	Withheld	Broker Non-votes
Gino J. Baroni	6,831,118	145,584	899,261
John P. Clancy, Jr.	6,940,537	36,165	899,261
James F. Conway, III	6,938,586	38,116	899,261
Lucy A. Flynn	6,824,602	152,100	899,261
John P. Harrington	6,938,586	38,116	899,261

2. To amend the Company's 2009 Stock Incentive Plan.

For	Against	Abstain	Broker Non-votes
6,572,815	315,813	88,074	899,261

3. To ratify the Audit Committee's appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

For	Against	Abstain	Broker Non-votes
7,767,354	96,380	12,228	—

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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.

ENTERPRISE BANCORP, INC.

Date: May 3, 2012

By: /s/ James A. Marcotte  
James A. Marcotte  
Executive Vice President, Treasurer and Chief  
Financial Officer

