

STERLING BANCORP
Form 8-K
September 27, 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): **September 26, 2013**

STERLING BANCORP

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

No. 1-5273-1
(Commission
File Number)

No. 13-256216
(IRS Employer
Identification No.)

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650 Fifth Avenue
New York, New York
(Address of principal executive offices)

10019-6108
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(212) 757-3300**

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 26, 2013, Sterling Bancorp (the Company) held its Annual Shareholders Meeting (the Meeting). 28,947,896 shares of common stock, par value \$1.00 per share of the Company, were represented at the Meeting, which constituted a quorum to conduct business at the Meeting. There were seven proposals presented and voted on and preliminary results were reported at the Meeting. The shareholders approved the adoption of the Agreement and Plan of Merger (the Merger Agreement), dated as of April 3, 2013, by and between the Company and Provident New York Bancorp (Provident), pursuant to which Sterling will merge with and into Provident (the Merger), approved the adjournment of the Meeting, if necessary and appropriate, to solicit additional proxies in favor of the Merger, approved the advisory resolution to approve the compensation the Company's executive officers may receive in connection with the Merger, elected all of the Company's board of director's nominees as directors, ratified the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year 2013, approved the advisory resolution to approve the compensation of the Company's named executive officers, and approved the 2013 Equity Incentive Plan.

Set forth below, with respect to each matter are the number of votes cast for or against, the number of abstentions and the number of non-votes (in each case, rounded to the nearest whole share).

Proposal 1 Adoption of the Merger Agreement.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 26,201,438 | 173,888 | 337,940 | 2,234,631 |

Proposal 2 Approval of the adjournment of the Meeting, if necessary or appropriate, to solicit additional proxies in favor of the Merger.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 26,903,249 | 1,715,095 | 329,552 | |

Proposal 3 Advisory approval of the compensation that certain executive officers of the Company may receive in connection with the Merger pursuant to existing agreements or arrangements with the Company.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 22,504,049 | 3,708,454 | 500,762 | 2,234,631 |

Proposal 4 Election of Directors.

Votes For

Uncast

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| | | Votes Withheld | Broker Non-Votes | |
|----------------------|------------|---------------------------|-----------------------------|----|
| Abrams, Robert | 26,282,871 | 430,331 | 2,234,631 | 63 |
| Adamko, Joseph M. | 26,323,782 | 389,421 | 2,234,631 | 63 |
| Cappelli, Louis J. | 25,880,497 | 832,706 | 2,234,631 | 63 |
| Ferrer, Fernando | 25,583,836 | 1,129,366 | 2,234,631 | 63 |
| Hershfield, Allan F. | 25,882,809 | 830,394 | 2,234,631 | 63 |
| Humphreys, Henry J. | 25,889,348 | 823,855 | 2,234,631 | 63 |
| Klein, James B. | 26,415,606 | 297,596 | 2,234,631 | 63 |
| Lazar, Robert W. | 26,419,914 | 293,289 | 2,234,631 | 63 |
| Lee, Carolyn Joy | 26,412,044 | 301,159 | 2,234,631 | 63 |
| Millman, John C. | 26,328,440 | 384,763 | 2,234,631 | 63 |
| Rossides, Eugene | 26,238,386 | 474,817 | 2,234,631 | 63 |

Proposal 5 Advisory approval of the compensation of the Company's named executive officers.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|--------------------------|----------------------------|-----------------------------|
| 20,845,135 | 5,606,777 | 261,354 | 2,234,631 |

Proposal 6 Ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for fiscal year 2013.

| Votes For | Votes Against | Votes Abstained | Uncast |
|------------------|--------------------------|----------------------------|---------------|
| 28,683,793 | 181,783 | 81,151 | 1,169 |

Proposal 7 Approval of the proposed 2013 Equity Incentive Plan.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|--------------------------|----------------------------|-----------------------------|
| 26,053,999 | 530,420 | 128,846 | 2,234,631 |

Completion of the Merger remains subject to the satisfaction of the remaining customary closing conditions contained in the Merger Agreement.

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.

STERLING BANCORP

Date: September 27, 2013

By:

/s/ JOHN W. TIETJEN
JOHN W. TIETJEN

Executive Vice President and Chief Financial Officer