

BROOKLINE BANCORP INC  
Form 8-K  
May 09, 2014

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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 7, 2014**

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## BROOKLINE BANCORP, INC.

(Exact name of registrant as specified in its charter)

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

**0-23695**  
(Commission File No.)

**04-3402944**  
(I.R.S. employer  
Identification No.)

**131 Clarendon Street, Boston Massachusetts**  
(Address of principal executive offices)

**02117**  
(Zip Code)

**(617) 425-4600**

(Registrant's telephone number, including area code)

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**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 (see General Instruction A.2. below):

- 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 5.02 Departure of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the 2014 Annual Meeting of Stockholders (the "Annual Meeting") of Brookline Bancorp, Inc., a Delaware corporation (the "Company"), held on May 7, 2014, the Company's stockholders approved the Brookline Bancorp, Inc. 2014 Equity Incentive Plan (the "2014 Equity Incentive Plan"). The 2014 Equity Incentive Plan permits awards to employees and directors in the form of stock options, stock appreciation rights, restricted stock, restricted stock units, unrestricted stock, performance shares, dividend equivalent rights and cash-based awards, or any combination thereof. A summary of the material features of the 2014 Equity Incentive Plan is set forth on pages 43 to 50 of the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 7, 2014 (the "Proxy Statement"), which description is incorporated herein by reference and qualified in its entirety by reference to the text of the 2014 Equity Incentive Plan. A copy of the 2014 Equity Incentive Plan is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting, Margaret Boles Fitzgerald, Bogdan Nowak, Merrill W. Sherman and Peter O. Wilde were elected as directors to hold office for a term of three years and until their successors are duly elected and qualified. In addition, at the Annual Meeting, the stockholders (i) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014, (ii) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement and (iii) approved the 2014 Equity Incentive Plan.

The final voting results are set forth below.

(1) Election of directors:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Margaret Boles Fitzgerald	51,964,010	1,423,405	12,645,230
Bogdan Nowak	52,003,464	1,383,951	12,645,230
Merrill W. Sherman	51,620,409	1,767,006	12,645,230
Peter O. Wilde	51,956,902	1,430,513	12,645,230

(2) Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
63,546,851	1,167,518	1,318,276	0

(3) Approval, on a non-binding advisory basis, of the compensation of the Company's named executive officers:

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<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
48,766,930	4,073,539	546,946	12,645,230

(4) Approval of the 2014 Equity Incentive Plan:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
50,336,551	2,620,924	429,939	12,645,230

**Item 9.01 Financial Statements and Exhibits**

*(d) Exhibits*

10.1 Brookline Bancorp, Inc. 2014 Equity Incentive Plan

**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.

Date: May 9, 2014

**BROOKLINE BANCORP, INC.**

By:

*/s/ Michael W. McCurdy*  
Michael W. McCurdy  
Chief Risk Officer, General Counsel & Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Brookline Bancorp, Inc. 2014 Equity Incentive Plan