

UMPQUA HOLDINGS CORP  
Form 8-K  
April 25, 2016

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 and Exchange Act of 1934

Date of Report: April 20, 2016  
(Date of earliest event reported)

Umpqua Holdings Corporation  
(Exact Name of Registrant as Specified in Its Charter)

|   |  |  |
|---|--|--|
| OREGON<br>(State or Other Jurisdiction of Incorporation or<br>Organization) | 000-25597<br>(Commission File<br>Number) | 93-1261319<br>(I.R.S. Employer Identification<br>Number) |
|---|--|--|

One SW Columbia Street, Suite 1200  
Portland, Oregon 97258  
(address of Principal Executive Offices) (Zip Code)

(503) 727-4100  
(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) Annual Meeting. On April 20, 2016, Umpqua Holdings Corporation held its annual meeting of shareholders.

Election of Directors. Shareholders elected the following nominees as directors, constituting the entire Board of (b) Directors, by the votes indicated below. Each nominee received over 99% of the votes cast "FOR" his or her election as a director. There were 20,832,625 broker non-votes.

| Nominee                | For         | Against   | Abstain |
|------------------------|-------------|-----------|---------|
| Luanne Calvert         | 179,729,796 | 341,337   | 208,980 |
| Raymond P. Davis       | 179,554,657 | 501,648   | 223,808 |
| Peggy Y. Fowler        | 179,683,200 | 404,384   | 190,093 |
| Stephen M. Gambia      | 179,677,382 | 370,625   | 232,105 |
| James S. Greene        | 179,348,263 | 722,471   | 209,378 |
| Luis F. Machuca        | 179,349,244 | 718,065   | 210,369 |
| Maria Pope             | 179,407,142 | 672,846   | 200,125 |
| John Schultz           | 179,698,068 | 370,080   | 211,965 |
| Susan F. Stevens       | 179,744,927 | 329,373   | 203,378 |
| Hilliard C. Terry, III | 179,694,365 | 378,417   | 207,330 |
| Bryan L. Timm          | 179,031,474 | 1,043,423 | 205,216 |

At the annual meeting, shareholders also voted on the following matters:

2013 Incentive Plan Amendment. Shareholders approved the proposal to add eight million shares to the 2013 Incentive Plan by the following vote:

|                  | Votes       | % of Voted |
|------------------|-------------|------------|
| For              | 169,743,719 | 94.16      |
| Against          | 3,846,018   | 2.13       |
| Abstain          | 6,690,376   | 3.71       |
| Broker Non-Votes | 20,832,625  | N/A        |

Ratification of Independent Registered Public Accounting Firm. Shareholders approved the non-binding proposal to ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016, by the following vote:

|         | Voted       | % of Voted |
|---------|-------------|------------|
| For     | 199,484,497 | 99.19      |
| Against | 1,237,247   | 0.62       |
| Abstain | 390,993     | 0.19       |

"Say-on-Pay". Shareholders approved on a non-binding basis, the Company's executive compensation, as described in the proxy statement, by the following vote:

|                  | Voted       | % of Voted |
|------------------|-------------|------------|
| For              | 173,299,563 | 96.13      |
| Against          | 6,022,902   | 3.34       |
| Abstain          | 955,213     | 0.53       |
| Broker non-votes | 20,832,625  | N/A        |



With respect to nominees Peggy Fowler, Luis Machuca and Susan Stevens, and the Say on Pay proposal, there were 2,435 uncast broker votes.

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.

UMPQUA HOLDINGS CORPORATION  
(Registrant)

By: /s/ Andrew H. Ognall  
Andrew H. Ognall  
Executive Vice President/General Counsel  
Secretary

Dated: April 21, 2016