

Territorial Bancorp Inc.
Form 8-K
May 23, 2014

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 21, 2014**

TERRITORIAL BANCORP INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction)
of Incorporation)

1-34403
(Commission File No.)

26-4674701
(I.R.S. Employer
Identification No.)

1132 Bishop Street, Suite 2200, Honolulu, Hawaii
(Address of Principal Executive Offices)

96813
(Zip Code)

Registrant's telephone number, including area code: **(808) 946-1400**

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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 5.07 **Submission of Matters to a Vote of Securities Holders**

The Company's Annual Meeting of Stockholders was held on May 21, 2014. The matters considered and voted on by the Company's stockholders at the Annual Meeting were as follows:

Proposal 1: The election of two directors each to serve for a three-year term.

Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
Howard Y. Ikeda	6,665,227	1,166,437	1,467,699
David S. Murakami	7,327,257	504,407	1,467,699

Proposal 2: The ratification of appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2014.

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
8,570,077	686,930	42,356	0

Proposal 3: The approval of an advisory (non-binding) resolution to approve the Company's executive compensation as described in the proxy statement.

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
4,114,325	3,675,119	42,229	1,467,690

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.

Territorial Bancorp Inc.

DATE: May 23, 2014

By:

/s/ Vernon Hirata
Vernon Hirata
Vice Chairman, Co-Chief Operating Officer and
Secretary