

LAKELAND BANCORP INC  
Form 8-K  
May 09, 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): May 8, 2013**

**LAKELAND BANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

New Jersey  
(State or Other Jurisdiction  
  
of Incorporation)

000-17820  
(Commission  
  
File Number)

22-2953275  
(IRS Employer  
  
Identification No.)

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**250 Oak Ridge Road, Oak Ridge, New Jersey**  
(Address of principal executive offices)

**07438**  
(Zip Code)

**Registrant's telephone number, including area code (973) 697-2000**

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))

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

On May 8, 2013, the Company held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the following proposals as described in the Company's Proxy Statement dated April 1, 2013. A total of 24,704,118 of the Company's common shares, out of a total of 29,859,282 common shares outstanding and entitled to vote, were present in person or represented by proxies at the meeting. The proposals voted on and approved by the shareholders at the Annual Meeting were as follows:

Proposal 1: The authorization for the issuance of the shares of Lakeland Bancorp Common Stock issuable upon consummation of the merger of Somerset Hills Bancorp into Lakeland Bancorp. The number of votes For and Against with regard to this proposal, as well as the number of Abstentions and Broker Non Votes, is as follows:

For: 20,616,869; Against: 313,913; Abstentions: 31,409; Broker Non-Votes: 3,741,927

Proposal 2: The election of three persons named in the Proxy Statement (Robert E. McCracken, Thomas J. Shara, and Stephen R. Tilton, Sr.) to serve as directors on the Company's Board of Directors until the Annual Meeting of Shareholders in 2016. The following is a list of the directors elected at the Annual Meeting with the number of votes For and Withheld and Broker Non-Votes:

Name of Director	For	Withheld	Broker Non-Votes
Robert E. McCracken	20,554,557	407,634	3,741,927
Thomas J. Shara	20,599,209	362,982	3,741,927
Stephen R. Tilton, Sr.	19,416,021	1,546,170	3,741,927

Proposal 3: The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was approved. The number of votes For and Against with regard to this proposal, as well as the number of Abstentions and Broker Non Votes, is as follows:

For: 24,092,429; Against: 531,873; Abstentions: 79,816; and Broker Non-Votes: 0.

Proposal 4: The advisory (non-binding) vote on the compensation of the Company's executives, as disclosed in the Proxy Statement, was approved. The number of votes For and Against with regard to this proposal, as well as the number of Abstentions and Broker Non Votes, is as follows:

For: 19,833,802; Against: 757,697; Abstentions: 370,689; and Broker Non-Votes: 3,741,930.

Proposal 5: The authorization to increase the number of authorized shares of common stock of Lakeland Bancorp to 70,000,000 shares, and the total number of authorized shares of capital stock to 71,000,000 shares. The number of votes For and Against with regard to this proposal, as well as the number of Abstentions and Broker Non Votes, is as follows:

For: 22,519,710; Against: 1,734,331; Abstentions: 165,974; and Broker Non-Votes: 284,103.

**SIGNATURE**

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.

**LAKELAND BANCORP, INC.**

By: */s/ Thomas J. Shara*

Name: Thomas J. Shara

Title: President and Chief Executive Officer

Dated: May 9, 2013