

REPUBLIC FIRST BANCORP INC

Form 8-K

April 21, 2017

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): April 20, 2017

REPUBLIC FIRST BANCORP, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

000-17007

23-2486815

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

50 South 16th Street, Suite 2400, Philadelphia, PA 19102

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215)-735-4422

N/A

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))

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

On April 20, 2017, Republic First Bancorp, Inc. (the "Company") held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the Company's shareholders voted on the following proposals stated in the Proxy Statement dated March 16, 2017.

The proposals voted on and approved by the Company's shareholders at the Annual Meeting were as follows:

Proposal 1 – Election of Directors

Each of the following two director nominees was elected as a Class I director to serve for a three-year term until the 2020 Annual Meeting of Shareholders and until his successor has been elected and qualified.

| Nominee          | Votes For  | Votes<br>Withheld | Broker<br>Non-Votes |
|------------------|------------|-------------------|---------------------|
| Harry D. Madonna | 34,554,621 | 981,521           | 11,962,436          |
| Brian P. Tierney | 34,510,658 | 1,025,484         | 11,962,436          |

Proposal 2 – Advisory Vote to Approve Named Executive Officer Compensation

The shareholders approved the advisory vote to approve the Company's named executive officer compensation.

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 29,650,166 | 5,802,874     | 83,102      | 11,962,436          |

Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017.

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 47,390,968 | 74,479        | 33,131      | -                   |

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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.

REPUBLIC FIRST BANCORP,  
INC.

Date: April 21, 2017 By: /s/ Frank A. Cavallaro  
Frank A. Cavallaro  
Executive Vice President and  
Chief Financial Officer