

WESTERN ALLIANCE BANCORPORATION

Form 8-K

June 14, 2018

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): June 12, 2018

WESTERN ALLIANCE BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-32550 88-0365922

(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

One E. Washington Street, Suite 1400, Phoenix, Arizona 85004

(Address of principal executive offices) (Zip Code)

(602) 389-3500

(Registrant's telephone number, including area code)

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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On June 12, 2018, Western Alliance Bancorporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The total number of shares of the Company’s common stock, par value of \$0.0001 per share, voted in person or by proxy at the Annual Meeting was 98,102,344, representing 92.69% of the 105,857,628 shares outstanding and entitled to vote at the Annual Meeting. All matters voted upon at the Annual Meeting were approved with the required votes. The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter are set forth below.

## Proposal 1 Election of Directors

The Company’s stockholders elected fourteen directors to each serve for a one-year term expiring in 2019. The voting results were as follows:

	VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
Bruce Beach	86,275,005	1,431,915	1,178,219	9,235,205
William S. Boyd	85,722,111	1,437,371	1,725,657	9,235,205
Howard N. Gould	87,841,838	707,424	335,877	9,235,205
Steven J. Hilton	79,341,606	5,628,375	3,915,158	9,235,205
Marianne Boyd Johnson	83,640,954	108,473	5,135,712	9,235,205
Robert P. Latta	88,416,892	139,124	329,123	9,235,205
Cary Mack	86,790,416	938,010	1,156,713	9,235,205
Todd Marshall	82,804,253	941,833	5,139,053	9,235,205
James E. Nave, D.V.M.	82,610,511	964,374	5,310,254	9,235,205
Michael Patriarca	88,661,623	29,684	193,832	9,235,205
Robert Gary Sarver	86,610,180	939,036	1,335,923	9,235,205
Donald D. Snyder	80,094,385	1,446,501	7,344,253	9,235,205
Sung Won Sohn, Ph.D.	88,707,705	33,456	143,978	9,235,205
Kenneth A. Vecchione	87,825,884	113,024	946,231	9,235,205

## Proposal 2 Advisory (Non-Binding) Vote on Executive Compensation

The Company’s stockholders approved, on a non-binding advisory basis, executive compensation. The voting results were as follows:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
86,906,755	1,914,949	63,435	9,235,205

## Proposal 3 Advisory (Non-Binding) Vote on Frequency of Executive Compensation Votes

The Company’s stockholders selected, on a non-binding advisory basis, every year as the frequency with which the Company should hold votes on executive compensation. The voting results were as follows:

EVERY YEAR	TWO YEARS	THREE YEARS	ABSTENTIONS
86,444,716	998,705	1,335,022	106,696

Proposal 4 Ratification of Auditor

The Company's stockholders ratified the appointment of RSM US LLP as the Company's independent auditors for the fiscal year ending December 31, 2018. The voting results were as follows:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
95,913,317	2,176,681	30,346	—

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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.

WESTERN  
ALLIANCE  
BANCORPORATION  
(Registrant)

/s/ Dale  
Gibbons  
Dale  
Gibbons  
Executive  
Vice  
President  
and Chief  
Financial  
Officer

Date:  
June  
13,  
2018

transportation of property by motor vehicle. The DOT prescribes qualifications for acting in this capacity, including certain surety bonding requirements. Under certain circumstances, one of our subsidiary companies provides limited motor carrier transportation services that require registration with the DOT and compliance with certain economic regulations administered by the DOT, including a requirement to maintain insurance coverage in minimum prescribed amounts. We are also subject to regulation by the Federal Maritime Commission as an ocean freight forwarder and we maintain a non-vessel operating common carrier bond. We operate as an indirect air cargo carrier subject to economic regulation by the DOT and provide customs brokerage services as a customs broker under a license issued by the Bureau of U.S Customs and Border Protection.

We source fresh produce under a license issued by the U.S. Department of Agriculture. Other sourcing and distribution activities may be subject to various federal and state food and drug statutes and regulations. Our T-Chek operations are subject to federal and state money transfer regulations under the USA Patriot Act of 2001.

Although Congress enacted legislation in 1994 that substantially preempts the authority of states to exercise economic regulation of motor carriers and brokers of freight, some shipments for which we arrange transportation may be subject to licensing, registration or permit requirements. We generally rely on the carrier transporting the shipment to ensure compliance with these types of requirements. We, along with the carriers that we rely on in arranging transportation services for our customers, are also subject to a variety of federal and state safety and environmental regulations. Although compliance with the regulations governing licensees in these areas has not had a materially adverse effect on our operations or financial condition in the past, there can be no assurance that such regulations or changes thereto will not adversely impact our operations in the future. Violation of these regulations could also subject us to fines as well as increased claims liability.

### **Risk Management and Insurance**

We require all motor carriers we work with to carry at least \$750,000 in general liability insurance and \$25,000 in cargo insurance. Many carriers carry insurance limits exceeding these minimums. Railroads, which are generally self-insured, provide limited common carrier liability protection, generally up to \$250,000 per shipment.

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We do not assume cargo liability to our customers above minimum industry standards in our international freight forwarding, ocean transportation, and air freight businesses. We offer our customers the option to purchase ocean marine cargo coverage to insure goods in transit. When we agree to store goods for our customers for longer terms, we provide limited warehouseman's coverage to our customers and contract for warehousing services from companies that provide us the same degree of coverage.

We maintain a broad cargo liability insurance policy to protect us against catastrophic losses that may not be recovered from the responsible carrier. We also carry various liability insurance policies, including auto and general liability, with a \$100 million umbrella. Our contingent auto liability coverage has a retention of \$5 million per incident.

Agricultural chemicals used on agricultural commodities intended for human consumption are subject to various approvals, and the commodities themselves are subject to regulations on cleanliness and contamination. Concern about

particular chemicals and alleged contamination can lead to product recalls, and tort claims may be brought by consumers of allegedly affected produce. As a seller of produce, we may, under certain circumstances, have legal responsibility arising from produce sales. We carry product liability coverage under our general liability and umbrella policies to cover this type of risk. In addition, in the event of a recall, we may be required to bear the cost of repurchasing, transporting, and destroying any allegedly contaminated product, which is generally not insured. Any recall or allegation of contamination could affect our reputation, particularly of our The Fresh 1<sup>®</sup> and other licensed brands. Loss due to spoilage (including the need for disposal) is also a routine part of the sourcing business.

### Cautionary Statement Relevant to Forward-Looking Information

This Annual Report on Form 10-K and our financial statements, Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of this report and other documents incorporated by reference contain certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent our expectations, beliefs, intentions or strategies concerning future events, including, but not limited to, any statements regarding our current assumptions about future financial performance; the continuation of historical trends; the sufficiency of our cash balances and cash generated from operating activities for future liquidity and capital resource needs; the effects, benefits or other aspects of current or future acquisitions or dispositions; the expected impact of changes in accounting policies on our results of operations, financial condition or cash flows; the results, timing, outcome or effect of litigation and our intentions or expectations of prevailing with respect thereto; anticipated problems and our plans for future operations; and the economy in general or the future of the third party logistics industry, all of which are subject to various risks and uncertainties.

When used in this Form 10-K and in our other filings with the Securities and Exchange Commission, in our press releases, presentations to securities analysts or investors, in oral statements made by or with the approval of any of our executive officers, the words or phrases believes, may, could, will, expects, should, continue, anticipates, intends, will likely result, estimates, projects or similar expression thereof are intended to identify such forward-looking statements. However, any statements contained in this Form 10-K that are not statements of historical fact may be deemed to be forward-looking statements.

We caution that these statements by their nature involve risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors, including, but not limited to such factors as market demand and pressures on the pricing for our services; changing market conditions, competition and growth rates within the third party logistics industry; availability of truck capacity or alternative means of transporting freight, and changes in relationships with existing truck, rail, ocean and air carriers; changes in our customer base due to possible consolidation among our customers; our ability to integrate the operations of acquired companies with our historic operations successfully; changes in accounting policies; risks associated with litigation and insurance coverage; risks associated with operations outside of the U.S.; changing economic conditions such as general economic slowdown, decreased consumer confidence, fuel shortages and the impact of war on the economy; and other risks and uncertainties, including those described below.

You should consider carefully the following cautionary statements if you own our common stock or are planning to buy our common stock. We intend to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the PSLRA) by providing this discussion. We are not undertaking to address or update each factor in future filings or communications regarding our business or results except to the extent required by law.

### ITEM 1A. Risk Factors

**Demand for our services may decrease during an economic recession.** The transportation industry historically has experienced cyclical fluctuations in financial results due to economic recession, downturns in business cycles of our customers, fuel shortages, price increases by carriers, interest rate fluctuations, and other economic factors beyond our control. Carriers can be expected to charge higher prices to cover higher operating expenses, and our net revenues and income from operations may decrease if we are unable to pass through to our customers the full amount of higher transportation costs. If economic recession or a downturn in our customers' business cycles causes a reduction in the volume of freight shipped by those customers, particularly among certain national retailers or in the food, beverage, Paper, or printing industries, our operating results could also be adversely affected.

**We depend upon others to provide equipment and services.** We do not own or control the transportation assets that deliver our customers freight and we do not employ the people directly involved in delivering the freight. We are dependent on independent third parties to provide truck, rail, ocean and air services and to report certain events to us including delivery information and freight claims. This reliance could cause delays in reporting certain events, including recognizing revenue and claims. If we are unable to secure sufficient equipment or other transportation services to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently. Many of these risks are beyond our control including:

equipment shortages in the transportation industry, particularly among truckload carriers,

interruptions in service or stoppages in transportation as a result of labor disputes,

changes in regulations impacting transportation, and

unanticipated changes in transportation rates.

**Our international business raises additional difficulties.** We provide services within and between continents on an increasing basis. Our business outside of the United States is subject to various risks, including:

changes in economic and political conditions and in governmental policies,

changes in compliance with international and domestic laws and regulations,

wars, civil unrest, acts of terrorism and other conflicts,

natural disasters,

changes in tariffs, trade restrictions, trade agreements and taxations,

difficulties in managing or overseeing foreign operations,

limitations on the repatriation of funds because of foreign exchange controls,

different liability standards, and

intellectual property laws of countries which do not protect our intellectual property rights to the same extent as the laws of the United States.

The occurrence or consequences of any of these factors may restrict our ability to operate in the affected region and/or decrease the profitability of our operations in that region.

As we expand our business in foreign countries we will expose the Company to increased risk of loss from foreign currency fluctuations and exchange controls as well as longer accounts receivable payment cycles. We have limited control over these risks, and if we do not correctly anticipate changes in international economic and political conditions, we may not alter our business practices in time to avoid adverse effects.

**Our ability to hire additional people is important to the continued growth of our business.** Our continued success depends upon our ability to attract and retain a large group of motivated salespersons and other logistics professionals. Our growth may be limited if we cannot recruit and retain a sufficient number of people. We cannot guarantee that we will be able to continue to hire and retain a sufficient number of qualified personnel. Because of our comprehensive employee training program, our employees are attractive targets for new and existing competitors. Our rapid expansion of operations has placed added demands on our management. Continued expansion depends in large part on our ability to develop successful employees into managers.

**We face substantial industry competition.** Competition in the transportation services industry is intense and broad based. We compete against other non-asset based logistics companies as well as logistics companies that own their own equipment, third party freight brokers, Internet matching services and Internet freight brokers, and carriers offering logistics services. We also compete against carriers' internal sales forces and



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shippers' transportation departments. We often buy and sell transportation services from and to many of our competitors. Increased competition could create downward pressure on freight rates, and continued rate pressure may adversely affect our gross profit and income from operations.

**We are reliant on technology to operate our business.** We have internally developed the majority of our operating systems. Our continued success is dependent on our systems continuing to operate and to meet the changing needs of our customers. We are reliant on our technology staff to successfully implement changes to our operating systems in an efficient manner. Computer viruses could cause an interruption to the availability of our systems. Unauthorized access to our systems with malicious intent could result in the theft of proprietary information and in systems outages. An unplanned systems outage or unauthorized access to our systems could materially and adversely affect our business.

**Because we manage our business on a decentralized basis, our operations may be materially adversely affected by inconsistent management practices.** We manage our business on a decentralized basis through a network of branch offices throughout North America, South America, Europe and Asia, supported by executives and services in a central corporate office, with branch management retaining responsibility for day-to-day operations, profitability, personnel decisions and the growth of the business in their branch. Our decentralized operating strategy can make it difficult for us to implement strategic decisions and coordinated procedures throughout our global operations. In addition, certain of our branches operate with management, sales and support personnel that may be insufficient to support growth in their respective branch without significant central oversight and coordination. Our decentralized operating strategy could result in inconsistent management practices and materially and adversely affect our overall profitability and expose us to litigation.

**Our earnings may be affected by seasonal changes in the transportation industry.** Results of operations for our industry generally show a seasonal pattern as customers reduce shipments during and after the winter holiday season. In recent years, our operating income and earnings have been lower in the first quarter than in the other three quarters. Although seasonal changes in the transportation industry have not had a significant impact on our cash flow or results of operations, we expect this trend to continue and we cannot guarantee that it will not adversely impact us in the future.

**We are subject to claims arising from our transportation operations.** We use the services of thousands of transportation companies and their drivers in connection with our transportation operations. From time to time, these drivers are involved in accidents and the carrier may not have adequate insurance coverage. Although these drivers are not our employees and all of these drivers are employees, owner operators or independent contractors working for carriers, from time to time, claims may be asserted against us for their actions, or for our actions in retaining them. Claims against us may exceed the amount of insurance coverage, or may not be covered by insurance at all. In addition, our auto liability policy has a retention of \$5 million per incident. A material increase in the frequency or severity of accidents, liability claims or workers compensation claims, or unfavorable resolutions of claims, could materially and adversely affect our operating results. In addition, significant increases in insurance costs or the inability to purchase insurance as a result of these claims could reduce our profitability.

**Our sourcing business is dependent upon the supply and price of fresh produce.** The supply and price of fresh produce is affected by government food safety regulation, growing conditions (such as drought, insects and disease), and other conditions over which we have no control. Commodity prices can be affected by shortages or overproduction and are often highly volatile. If we are unable to secure fresh produce to meet our commitments to our customers, our operating results could be materially and adversely affected, and our customers could switch to our competitors temporarily or permanently.

**Sourcing and reselling fresh produce exposes us to possible product liability.** Agricultural chemicals used on fresh produce are subject to various approvals, and the commodities themselves are subject to regulations on cleanliness and contamination. Product recalls in the produce industry have been caused by concern about particular chemicals and alleged contamination, often leading to lawsuits brought by consumers of allegedly affected produce. Because we sell produce, we may have legal responsibility arising from the sale. While we are insured for up to \$100 million for product liability claims, settlement of class action claims is often costly, and we cannot guarantee that our liability coverage will be adequate and will continue to be available. If we have to recall produce, we may be required to bear the cost of repurchasing, transporting and destroying any allegedly contaminated product, which our insurance does not cover. Any recall or allegation of contamination could affect our reputation, particularly of our produce brand: The Fresh 1® or one of our other licensed branded products. Loss due to spoilage (including the need for disposal) is also a routine part of the sourcing business.

**Our business depends upon compliance with numerous government regulations.** We are licensed by the U.S. Department of Transportation as a broker authorized to arrange for the transportation of general commodities by motor vehicle. We must comply with certain insurance and surety bond requirements to act in this capacity. We are also licensed by the Federal Maritime Commission as an ocean freight forwarder, which requires us to maintain a non-vessel operating common carrier bond. We are also licensed by the Bureau of U.S. Customs and Border Protection. We source fresh produce under a license issued by the U.S. Department of Agriculture. Our failure to comply with the laws and regulations applicable to entities holding these licenses could materially and adversely affect our results of operations or financial condition.

Legislative or regulatory changes can affect the economics of the transportation industry by requiring changes in operating practices or influencing the demand for, and the cost of providing, transportation services. As part of our logistics services, we operate leased warehouse facilities. Our operations at these facilities include both warehousing and distribution services, and we are subject to various federal and state environmental, work safety and hazardous materials regulations. We may experience an increase in operating costs, such as costs for security, as a result of governmental regulations that have been and will be adopted in response to terrorist activities and potential terrorist activities. No assurances can be given that we will be able to pass these increased costs on to our customers in the form of rate increases or surcharges.

We cannot predict what impact future regulations may have on our business. Our failure to maintain required permits or licenses, or to comply with applicable regulations, could result in substantial fines or revocation of our operating permits and licenses.

**We derive a significant portion of our gross revenues and gross profit from our largest clients.** The sudden loss of many of our major clients could materially and adversely affect our operating results.

**We may be unable to identify or complete suitable acquisitions and investments.** We may acquire or make investments in complementary businesses, products, services or technologies. We cannot guarantee that we will be able to identify suitable acquisitions or investment candidates. Even if we identify suitable candidates, we cannot guarantee that we will make acquisitions or investments on commercially acceptable terms, if at all. If we acquire a company, we may have difficulty integrating its businesses, products, services, technologies and personnel into our operations. Acquired companies or operations may have unexpected liabilities, and we may face challenges in retaining significant customers of acquired companies. These difficulties could disrupt our ongoing business, distract our management and workforce, increase our expenses and adversely affect our results of operations. In addition, we may incur debt or be required to issue equity securities to pay for future acquisitions or investments. The issuance of any equity securities could be dilutive to our stockholders.

**Our growth and profitability may not continue, which may result in a decrease in our stock price.** Historically, our long-term growth objective has been 15% for gross profits, operating income, and earnings per share. There can be no assurance that our long-term growth objective will be achieved or that we will be able to effectively adapt our management, administrative and operational systems to respond to any future growth. Our operating margins could be adversely affected by future changes in and expansion of our business or by changes in economic or political conditions. Slower or less profitable growth or losses could adversely affect our stock price.

## Investor Information

We were reincorporated in Delaware in 1997 as the successor to a business existing, in various legal forms, since 1905. Our corporate office is located at 8100 Mitchell Road, Eden Prairie, Minnesota 55344-2248, and our telephone number is (952) 937-8500. Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through our website ([www.chrobinson.com](http://www.chrobinson.com)) as soon as reasonably practicable after we electronically file the material with the Securities and Exchange Commission.

## ITEM 2. PROPERTIES

We lease approximately 67,000 square feet of office space in Eden Prairie, Minnesota as our corporate headquarters. Our corporate headquarters lease expires in 2014.

All but one of our branch offices are leased from third parties under leases with initial terms ranging from three to ten years. However, we do own the location in Chicago listed below. Our branch offices range in space from 1,000 to 80,000 square feet. The following table lists our largest U.S. locations:

City/State	Approximate Square Feet
Eden Prairie, MN	98,000
Chicago, IL	80,000
Coralville, IA	19,182
Southfield, MI	18,464
Chicago, IL	14,192
Monterrey, CA	12,712
Cordova, TN	11,617
Willowbrook, IL	11,352
Oak Brook, IL	10,749
Los Angeles, CA	10,695
Atlanta, GA	10,693
Elk Grove Village, IL	10,063
West Deptford, NJ	10,046
Phoenix, AZ	10,000
Ankeny, IA	9,196
Tampa, FL	8,721

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Overland Park, KS	8,548
Plano, TX	8,276
Paulsboro, NJ	7,979
Knoxville, TN	7,733
Brooklyn Center, MN	7,615
Grand Rapids, MI	7,074

We also lease approximately 312,000 square feet of warehouse space throughout the United States. The following table lists our largest warehouses:

City/State	Approximate Square Feet
Bollingbrook, IL	139,000
Rochester, NY	66,500
Medley, FL	53,500
Vancouver, WA	42,700

We consider our current office spaces and warehouse facilities adequate for our current level of operations. We have not had difficulty in obtaining sufficient office space and believe we can renew existing leases or relocate branches to new offices as leases expire.

### ITEM 3. LEGAL PROCEEDINGS

From time to time, we are involved in litigation arising out of our employment relationships. As first reported in our Form 10-Q for the quarter ended September 30, 2002, we were named as a defendant in a lawsuit filed on October 2, 2002, in the United States District Court for the District of Minnesota by a number of our present and former female employees. The lawsuit alleged a hostile working environment, unequal pay, promotions and opportunities for women and failure to pay overtime. The plaintiffs sought unspecified monetary and non-monetary damages and class action certification. On March 31, 2005, the judge issued an order denying class certification for the hostile working environment claims, and allowing class certification for the claims of gender discrimination in pay and promotion. This is a procedural step, and we continue to deny all allegations and vigorously defend the suits. The judge also granted our motions for summary judgment as to the hostile working environment claims of ten of the named plaintiffs, and dismissed those claims. In addition, we have insurance coverage for some of the claims asserted in the lawsuit. Currently, the amount of any loss is not expected to be material to us; however, unfavorable developments could have a material adverse effect on our consolidated financial statements. Trial of the class claims is scheduled for April, 2006.

Also as first reported in our Form 10-Q for the quarter ended September 30, 2002, on November 7, 2002, we were named as a defendant in a lawsuit filed in the United States District Court for the District of Minnesota by former employees of the company. The lawsuit alleges systematic failure by the company to pay for overtime hours worked by our male employees under the federal Fair Labor Standards Act. The suit seeks payment of the overtime wages earned, as well as double damages and other relief, on behalf of the plaintiffs and potential collective members who join in the lawsuit. We deny all allegations and are vigorously defending the suit. Currently, the amount of any possible loss to the company cannot be estimated; however, an unfavorable result could have a material adverse effect on our financial condition, results of operations, and cash flows.

We are not otherwise subject to any pending or threatened litigation other than routine litigation arising in the ordinary course of our business operations, none of which is expected to have a material adverse effect on our financial condition, results of operations, or cash flows.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On October 14, 2005, the shareholders approved an amendment which sought approval for a 2-for-1 stock split of the company's Common Stock, effective October 14, 2005, by a vote as follows: 80,901,779 votes For, 395,681 votes Against, 17,807 votes Abstained, and 0 Broker Non-Votes.

At the meeting, shareholders approved an amendment which sought to increase the number of authorized shares of Common Stock from 130,000,000 shares to 480,000,000 shares, by a vote as follows: 57,802,828 votes For, 23,451,076 votes Against, 61,363 votes Abstained, and 0 Broker Non-Votes.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our Common Stock began trading on The NASDAQ National Market under the symbol **CHRW** on October 15, 1997. On October 14, 2005, our shareholders approved a two-for-one stock split, effective at the end of the business the same day. All share and per share amounts in this Form 10-K have been restated to reflect our stock split.

The following table sets forth, for the periods indicated, the high and low sales prices of our Common Stock, as quoted on the NASDAQ National Market.

<b>2005</b>	<b>High</b>	<b>Low</b>
Fourth Quarter	\$ 41.70	\$ 30.15
Third Quarter	32.17	28.38
Second Quarter	29.81	23.60
First Quarter	28.05	25.21
<b>2004</b>	<b>High</b>	<b>Low</b>
Fourth Quarter	\$ 28.20	\$ 22.79
Third Quarter	23.38	20.57
Second Quarter	23.09	19.44
First Quarter	20.77	18.30

On March 6, 2006, the closing sales price per share of our Common Stock as quoted on the NASDAQ National Market was \$44.89 per share. On March 6, 2006, there were approximately 188 holders of record and approximately 14,900 beneficial owners of our Common Stock.

During 1999, the Board of Directors authorized a second stock repurchase plan, allowing for the repurchase of 8,000,000 shares. We purchased approximately 1,240,000 shares of our Common Stock in 2005 under this plan. There are approximately 5,148,000 shares remaining for purchase under this plan. We intend to fund any future repurchases with internally generated funds.

We declared quarterly dividends during 2004 for an aggregate of \$0.255 per share, and quarterly dividends during 2005 for an aggregate of \$.355 per share. We have declared a quarterly dividend of \$.13 per share payable to shareholders of record as of March 10, 2006, payable on April 3, 2006. Our declaration of dividends is subject to the discretion of the Board of Directors. Any determination as to the payment of dividends will depend upon our results of operations, capital requirements and financial condition, and such other factors as the Board of Directors may deem relevant. Accordingly, there can be no assurance that the Board of Directors will declare or continue to pay dividends on the shares of Common Stock in the future.

Participants in the Robinson Companies Retirement Plan may, among other investment options, elect to invest their contributions and our matching contributions in shares of our Common Stock. When plan participants elect to invest plan contributions in shares of our Common Stock, the plan trustee, American Express, purchases shares of our Common Stock on the open market and holds those shares beneficially for plan participants. During the quarter ended December 31, 2005, plan participants elected to invest plan contributions in a total of approximately 28,000 shares of our Common Stock having an approximate aggregate purchase price of \$754,000. Because participants may elect to invest plan contributions in shares of our Common Stock, the plan is required to be registered under the Securities Act of 1933. There is no exemption from registration under the Securities Act available for the plan. On November 12, 2003, we registered the plan pursuant to a Form S-8 filed with the Securities and Exchange Commission.

The following table provides information about purchases by the company during the quarter ended December 31, 2005 of equity securities that are registered by the company pursuant to Section 12 of the Exchange Act:

Period	Total Number of Shares (or Units) Purchased (1)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (2)	(Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
10/01/05-10/31/05	4,000	\$ 35.02	4,000	5,470,000
11/01/05- 11/30/05	156,000	38.84	156,000	5,314,000
12/01/05- 12/31/05	168,000	38.32	168,000	5,146,000
Total:	328,000	\$ 38.50	328,000	5,146,000

- (1) We repurchased an aggregate of 328,000 shares of our common stock pursuant to the repurchase program that was approved by our Board of Directors in February 1999 (the Program ).
- (2) Our board of directors approved the repurchase by us of up to an aggregate of 8,000,000 shares of our common stock pursuant to the Program. Unless terminated earlier by resolution of our board of directors, the Program will expire when we have repurchased all shares authorized for repurchase thereunder.

#### ITEM 6. SELECTED FINANCIAL DATA

Selected consolidated financial and operating data on page 34 of the Annual Report is incorporated in this Form 10-K by reference. This information is also included in Exhibit 13 to this Form 10-K, as filed with the SEC.

#### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis on pages 35 through 47 of the Annual Report is incorporated in this Form 10-K by reference. This section is also included in Exhibit 13 to this Form 10-K, as filed with the SEC.

#### ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Disclosure about Market Risk on page 47 of the Annual Report is incorporated in this Form 10-K by reference. This section is also included in Exhibit 13 to this Form 10-K, as filed with the SEC.

#### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our consolidated financial statements and notes thereto on pages 48 through 68 of the Annual Report are incorporated in this Form 10-K by reference. These financial statements are also included in Exhibit 13 to this Form 10-K, as filed with the SEC.

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During 2004 and 2005, and through the date of this report, there were no disagreements with the independent public accountants on accounting principles or practices, financial statement disclosures, or auditing scope or procedures.

#### ITEM 9A. CONTROLS AND PROCEDURES

**(a) Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.



**(b) Internal Controls Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control - Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2005.

During the third quarter, we acquired two freight forwarding businesses in separate transactions, Hirdes Group Worldwide ( Hirdes ), and Bussini Transport S.r.l. ( Bussini ), which were not included in our assessment of the effectiveness of our internal control over financial reporting. As a result, management's conclusion regarding the effectiveness of our internal control over financial reporting does not extend to these companies.

Our management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2005 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**(c) Changes in Internal Controls Over Financial Reporting**

During the fourth quarter, we implemented a new human resources and payroll software package. This package is licensed by a well known software vendor and is used to process payroll for U.S. and Canadian employees. There have not been any other changes to the company's internal control over financial reporting during the fiscal year, to which this report relates, that have materially affected, or are reasonably likely to materially affect, the company's internal control over financial reporting.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

Information with respect to our Board of Directors contained under the heading Election of Directors, and information contained under the heading Section 16(a) Beneficial Ownership Reporting Compliance in the Proxy Statement are incorporated in this Form 10-K by reference. Information with respect to our executive officers is provided in Part I, Item 1.

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, directors, and all other company employees performing similar functions. This code of ethics, which is one of several policies within our Corporate Compliance Program, is posted on the Investors page of our website at [www.chrobinson.com](http://www.chrobinson.com) under the caption Corporate Compliance Program Reference Tool.

We intend to satisfy the disclosure requirement under Item 10 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of ethics by posting such information on our website, at the web address specified above.

**ITEM 11. EXECUTIVE COMPENSATION**

The information contained under the heading Executive Compensation in the Proxy Statement (except for the information set forth under the subcaption Compensation Committee Report on Executive Compensation) is incorporated in this Form 10-K by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

**(a) Equity Compensation Plans**

The following table summarizes share and exercise price information about our equity compensation plans as of December 31, 2005:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders <sup>1</sup>	6,656,634	\$ 12.41	8,663,075
Equity compensation plans not approved by security holders			
Total	6,656,634	\$ 12.41	8,663,075

1 Includes stock available for issuance under our Directors' Stock Plan and our Employee Stock Purchase Plan, as well as options and restricted stock granted and shares that may become subject of future awards under our 1997 Omnibus Stock Plan. Specifically, 57,086 shares remain available under our Directors' Stock Plan and 5,934,799 shares remain available under our Employee Stock Purchase Plan. Under our 1997 Omnibus Stock Plan, 2,671,190 shares may become subject of future awards in the form of stock option grants or the issuance of restricted stock.

(b) Security Ownership

The information contained under the heading "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement is incorporated in this Form 10-K by reference.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

None.

### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information contained under the heading "Proposal Two: Selection of Independent Auditors" in the Proxy Statement is incorporated in this Form 10-K by reference.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) (1) Financial Statements.

Our consolidated financial statements listed below on pages 48 through 65 of the Annual Report are incorporated in this Form 10-K by reference. These financial statements are included in Exhibit 13 to this Form 10-K, as filed with the SEC.

Consolidated Balance Sheets as of December 31, 2005 and 2004

Consolidated Statements of Operations for the years ended December 31, 2005, 2004, and 2003

Consolidated Statements of Stockholders' Investment for the years ended December 31, 2005, 2004, and 2003

Consolidated Statements of Cash Flows for the years ended December 31, 2005, 2004, and 2003

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### Notes to Consolidated Financial Statements

#### (2) Financial Statement Schedules.

Schedule II, Valuation and Qualifying Accounts is included at the end of this Form 10-K. All schedules, other than Schedule II, are omitted because of the absence of the conditions under which they are required or because the information required is shown in the consolidated financial statements or the notes thereto.

#### (3) Index to Exhibits

See Exhibit Index on page 23 for a description of the documents that are filed as Exhibits to this report on Form 10-K or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical referencing the SEC filing which included the document. We will furnish to a security holder upon request a copy of any Exhibit at cost.

(b) Reports on Form 8-K

The following reports on Form 8-K were filed during the last quarter of the period covered by this report:

Report on Form 8-K, dated October 25, 2005, filed in connection with our release of earnings for the three months ended September 30, 2005.

(c) See Item 15(a)(3) above.

(d) See Item 15(a)(2) above.

**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on March 16, 2006.

**C.H. ROBINSON WORLDWIDE, INC.**

By: /s/ Linda U. Feuss  
Linda U. Feuss  
Vice President, General Counsel and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 16, 2006.

<b>Signature</b>	<b>Title</b>
/s/ John P. Wiehoff	Chief Executive Officer, President and Director (Principal
John P. Wiehoff	Executive Officer)
/s/ Chad M. Lindbloom	Vice President and Chief Financial Officer
Chad M. Lindbloom	(Principal Financial Officer)
/s/ Thomas K. Mahlke	Corporate Controller (Principal Accounting Officer)
Thomas K. Mahlke	
*	Chairman of the Board
D.R. Verdoorn	
*	Director
ReBecca Koenig Roloff	
*	Director
Robert Ezrilov	
*	Director
Gerald A. Schwalbach	
*	Director
Wayne M. Fortun	
*	Director
Brian P. Short	

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\*

Director

Michael W. Wickham

\*

Director

Kenneth E Keiser

\* By:

/s/ Linda U. Feuss  
Linda U. Feuss  
Attorney-in-Fact

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

C.H. Robinson Worldwide, Inc.

Eden Prairie, Minnesota

We have audited the consolidated financial statements of C.H. Robinson Worldwide, Inc. and subsidiaries (the Company) as of December 31, 2005 and 2004, and for each of the three years in the period ended December 31, 2005, management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, and the effectiveness of the Company's internal control over financial reporting as of December 31, 2005, and have issued our reports thereon dated March 16, 2006; such consolidated financial statements and reports are included in your 2005 Annual Report to Stockholders and are incorporated herein by reference. Our audits also included the consolidated financial statement schedule of the Company listed in Item 15. This consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

Minneapolis, Minnesota

March 16, 2006

**Schedule II. Valuation and Qualifying Accounts**

Allowance for Doubtful Accounts

The transactions in the allowance for doubtful accounts for the years ended December 31, 2005, 2004, and 2003 were as follows (in thousands):

	December 31,	December 31,	December 31,
	2005	2004	2003
Balance, beginning of year	\$ 25,204	\$ 23,569	\$ 24,155
Provision	8,878	8,823	5,180
Write-offs	(4,643)	(7,188)	(5,766)
Balance, end of year	\$ 29,439	\$ 25,204	\$ 23,569



**Index to Exhibits**

<b>Number</b>	<b>Description</b>
3.1	Certificate of Incorporation of the Company (Incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
3.2	Bylaws of the Company (Incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
3.3	Certificate of Designation of Series A Junior Participating Preferred Stock of the Company (Incorporated by reference to Exhibit 3.3 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
4.1	Form of Certificate for Common Stock (Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
4.2	Rights Agreement between the Company and Wells Fargo Bank Minnesota, National Association (formerly Norwest Bank Minnesota, N.A.) (Incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
10.1	1997 Omnibus Stock Plan (as amended May 1, 2001) (Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001)
10.2	Form of Stock Option Agreement (Incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
10.3	C.H. Robinson Worldwide, Inc. Directors' Stock Plan (Incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1998)
*10.4	Form of Management Employment and Noncompetition Agreement
10.5	Form of Management Confidentiality and Noncompetition Agreement (Incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form S-1, Registration No. 333-33731)
10.6	Management Bonus Plan (Incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999)
10.7	Asset Purchase Agreement dated November 18, 1999, by and among the Company, C.H. Robinson Company, American Backhaulers, Inc., Paul L. Loeb, the Paul L. Loeb Family Trust and the Jodi Sue Loeb Family Trust (Incorporated by reference to Exhibit 2 to the Registrant's Current Report on Form 8-K dated December 28, 1999)
10.8	Robinson Companies Nonqualified Deferred Compensation Plan (Incorporated by reference to Exhibit 4 to the Registrant's Registration Statement on Form S-8, Registration No. 333-47080)
10.9	Robinson Companies Nonqualified Deferred Compensation Plan Trust Agreement, dated January 1, 2001, by and between C. H. Robinson Worldwide, Inc. and American Express Trust Company (Incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000)
10.10	Award of Deferred Shares into the Robinson Companies Nonqualified Deferred Compensation Plan, dated December 21, 2000, by and between C. H. Robinson Worldwide, Inc. and John P. Wiehoff (Incorporated by reference to Exhibit 10.22 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2000)
*10.11	Form of Restricted Stock Award for U.S. Managerial Employees
*13	Selected pages of the Company's Annual Report to Stockholders for the year ended December 31, 2005
*21	Subsidiaries of the Company
*23.1	Consent of Deloitte & Touche LLP
*24	Powers of Attorney
*31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
*32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
*32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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Management contract or compensatory plan or arrangement required to be filed as an exhibit to Form 10-K pursuant to Item 15(c) of the Form 10-K Report

\* Filed herewith