

OLD NATIONAL BANCORP /IN/  
Form 8-K  
May 02, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 2, 2019

OLD NATIONAL BANCORP

(Exact name of Registrant as specified in its charter)

Indiana 001-15817 35-1539838  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Main Street

Evansville, Indiana 47708  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (812) 464-1294

(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:

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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 (s230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (s240.12b-2 of this chapter).

Emerging growth company

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

Securities registered pursuant to Section 12(b) of the Act:

Trading

| Title of each class        | Symbol(s) | Name of each exchange on which registered |
|----------------------------|-----------|---|
| Common Stock, no par value | ONB       | NASDAQ                                    |

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 2, 2019, the Board of Directors of Old National Bancorp (the "Company") appointed James C. Ryan, III to serve as a director for a term expiring at the 2020 annual meeting of shareholders. Mr. Ryan has no relationships or transactions with the Company which are required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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

The Company held its Annual Meeting of Shareholders on May 2, 2019. Matters voted upon were: (1) Election of the Company's Board of Directors consisting of twelve Directors to serve for one year and until the election and qualification of their successors; (2) Approval of the amended and restated Old National Bancorp Employee Stock Purchase Plan; 3) Approval of a non-binding advisory proposal on Executive Compensation; and (4) Ratification of the appointment of Crowe Horwath LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019. The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set forth below:

1. Election of the Company's Board of Directors consisting of 12 Directors to serve for one year and until the election and qualification of their successors:

| Director Nominee     | For         | Withheld  | Broker Non-Votes |
|----------------------|-------------|-----------|------------------|
| Alan W. Braun        | 129,444,502 | 2,107,199 | 28,886,905       |
| Andrew E. Goebel     | 128,639,768 | 2,911,931 | 28,886,905       |
| Jerome F. Henry, Jr. | 129,865,914 | 1,685,785 | 28,886,905       |
| Robert G. Jones      | 129,327,530 | 2,226,574 | 28,886,905       |
| Ryan C. Kitchell     | 129,491,596 | 2,060,103 | 28,886,905       |
| Phelps L. Lambert    | 128,805,666 | 2,746,034 | 28,886,905       |
| Thomas E. Salmon     | 129,471,929 | 2,079,771 | 28,886,905       |
| Randall T. Shepard   | 129,850,206 | 1,701,493 | 28,886,905       |
| Rebecca S. Skillman  | 129,691,056 | 1,860,643 | 28,886,905       |
| Derrick J. Stewart   | 129,873,568 | 1,678,132 | 28,886,905       |
| Katherine E. White   | 129,795,522 | 1,756,177 | 28,886,905       |
| Linda E. White       | 129,739,364 | 1,812,335 | 28,886,905       |

2. Approval of the amended and restated Old National Bancorp Employee Stock Purchase Plan

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 129,916,280 | 1,099,667 | 537,209     | 28,886,905       |

3. Approval of a non-binding advisory proposal on Executive Compensation.

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 128,715,568 | 2,174,394 | 662,133     | 28,886,905       |

4. Ratification of the appointment of Crowe Horwath LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019.

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 152,253,491 | 2,050,428 | 382,269     | 5,754,822        |

Item 8.01 Other Events

On May 2, 2019, the Company issued a press release announcing that the Company’s Board of Directors declared a quarterly cash dividend of \$0.13 per common share. The dividend is payable June 17, 2019, to shareholders of record on June 3, 2019. For purposes of broker trading, the ex-dividend date of the cash dividend is May 31, 2019.

Attached hereto as Exhibit 99.1 is the press release issued by the Company announcing the dividend and which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press Release Issued by Old National Bancorp dated May 2, 2019.

3

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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.

Date: May 2, 2019

OLD NATIONAL BANCORP

By: /s/ Jeffrey L. Knight  
Jeffrey L. Knight  
EVP, Chief Legal Counsel and Corporate Secretary