

SPECTRUM PHARMACEUTICALS INC
Form 8-K
January 07, 2011

**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): January 3, 2011

SPECTRUM PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)	001-35006 (Commission File Number)	93-0979187 (IRS Employer Identification No.)
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157 Technology Drive, Irvine, CA (Address of Principal Executive Offices)	92618 (Zip Code)
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Registrant's telephone number, including area code: **(949) 788-6700**

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

The year 2010 was one of the best years of growth in the history of Spectrum Pharmaceuticals, Inc. (the Company). All of the goals and objectives that were established by the Board of Directors of the Company (the Board) for the Company's Chief Executive Officer (CEO) and the Company at the beginning of the year were either met or exceeded. Among other objectives, the major goals included: at least 25% growth in Zevalin sales revenues; filing of a response to the U.S. Food and Drug Administration for Fusilev's colorectal cancer indication; acquiring a late stage strategic anti-cancer drug in pivotal trials; recruiting top talent; streamlining operations; managing cash flows; and maintaining tight control over expenses.

On January 3, 2011, the Compensation Committee of the Board (the Committee) of the Company determined that the Company materially accomplished all of these major goals established at the outset of 2010. The Company's financial performance in fiscal 2010 contributed to an appreciation of the Company's stock price by approximately 60% in 2010 and an increase in the Company's market cap from approximately \$215 million to approximately \$350 million. In addition, the Company flourished despite continued economic turmoil and the troubled economic climate in 2010. Following its completion of the licensing of Belinostat in early 2010, the Company has two marketed proprietary oncology products and two late stage products in phase 3 clinical trials which, coupled with the leadership of a strong management team with an excellent track record of success, has contributed to the Company being in the best financial condition in its history.

Based on the foregoing assessment of the Company's performance, the Committee, on January 3, 2011, used its discretion in determining performance awards for the Company's principal executive officer, principal financial officer and other named executive officers. Fiscal 2010 cash bonuses and fiscal 2011 base salaries (effective January 1, 2011) are as set forth in the table below:

Name	Position	Fiscal 2011 Salary (\$)	Cash Bonus Award (\$)
Rajesh Shrotriya	Chairman, Chief Executive Officer and President	700,000	950,000
Brett Scott	Senior Vice President and Acting Chief Financial Officer	225,000	
Shyam Kumaria	Senior Vice President, Finance	305,000	100,000
George Tidmarsh	Senior Vice President and Chief Scientific Officer	400,000	50,000
James Shields	Senior Vice President and Chief Commercial Officer	240,000	35,000

In determining compensation for the Company's named executive officers, the Committee evaluated the executive officers' performance based primarily on individual contributions toward the advancement of the Company's business objectives. In addition, the Committee used broad-based third party surveys to obtain a general understanding of current compensation practices, and benchmarked the Company's executive officer compensation levels against similarly situated companies. The Committee's determination of individual performance awards took into account the recommendations of Dr. Rajesh Shrotriya, the CEO, with respect to the individual performance of other named executive officers as to whether such executive officers substantially achieved the stated objectives or overperformed or underperformed with respect to corporate objectives that were deemed to be important to the success of the Company.

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.

Meeting	Proposal	by Issuer	Vote Cast	Vote	Against	Description of Matter to be Voted	or (Yes or	Holder Abstain)
Symbol	CUSIP	Date	Date	Type	Number	On		
ICBN	44923M103	9/20/2012	7/31/2012	Annual	1	APPROVING PRINCIPAL TERMS OF AN AGREEMENT AND PLAN OF MERGER AMONG STARBUCK BANCSHARES, INC., ICB MERGER SUB CORP., AND ICBF AS MAY BE AMENDED FROM TIME TO TIME ("MERGER AGREEMENT"), AND THE PRINCIPAL TERMS OF THE MERGER OF ICB MERGER SUB CORP. WITH AND INTO ICBF, WITH ICBF CONTINUING AS THE SURVIVING COMPANY AND AS A WHOLLY-OWNED SUBSIDIARY OF STARBUCK BANCSHARES, INC.	Issuer	Yes
					2	APPROVING THE GRANT OF DISCRETIONARY AUTHORITY TO ADJOURN THE ICBF ANNUAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING OF ICBF TO APPROVE THE PRINCIPAL TERMS OF THE MERGER AGREEMENT AND THE MERGER.	Issuer	Abstain
					3	Election of directors. Nominees:		
						1) GLENDA M. BAYLESS	Issuer	Yes
						2) JAMES S. COOPER	Issuer	Yes
						3) KENNETH R. LEHMAN	Issuer	Yes
						4) BYRON R. MATTESON	Issuer	Yes

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						5) RONALD J. MAYER	Issuer	Yes
						6) A.G. THEODOROU, D.D.S.	Issuer	Yes
						7) EUGENE H. WOOD	Issuer	Yes
						8) ROBERT H. ZIPRICK	Issuer	Yes
					4	APPROVING AN ADVISORY (NON-BINDING) PROPOSAL TO RATIFY ICBF'S COMPENSATION OF ITS EXECUTIVE OFFICERS.	Issuer	Yes
					5	APPROVING A PROPOSAL TO RATIFY THE SELECTION OF SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP ("SQUAR MILNER") TO SERVE AS ICBF'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes
					6	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF.	Issuer	Abstain
EBMT	26942G100	10/18/2012	9/6/2012	Annual	1	Election of directors. Nominees:		
						1) THOMAS J. MCCARVEL	Issuer	Yes
						2) JAMES A. MAIERLE	Issuer	Yes
					2	RATIFICATION OF THE APPOINTMENT OF DAVIS, KINARD & CO., P.C. AS EAGLE BANCORP MONTANA INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013	Issuer	Yes
WLBC	961443108	10/17/2012	9/10/2012	Special	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 17, 2012, BY AND BETWEEN WESTERN ALLIANCE BANCORPORATION AND WESTERN LIBERTY BANCORP, PURSUANT TO WHICH WESTERN LIBERTY BANCORP WILL MERGE WITH AND INTO WESTERN ALLIANCE BANCORPORATION WITH WESTERN ALLIANCE BANCORPORATION SURVIVING THE MERGER, AS DESCRIBED IN THE PROXY	Issuer	Yes

						STATEMENT/PROSPECTUS. 2 TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO WESTERN LIBERTY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Issuer	Yes
						3 TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN ORDER TO APPROVE THE FOREGOING PROPOSALS.	Issuer	Abstain
CARV	146875604	9/27/2012	8/7/2012	Annual	1	Election of directors. Nominees:		
						1) DR. SAMUEL J. DANIEL	Issuer	Yes
						2) MR. ROBERT R. TARTER	Issuer	Yes
					2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR CARVER FOR THE FISCAL YEAR ENDING MARCH 31, 2013.	Issuer	Yes
					3	ADVISORY (NON-BINDING) APPROVAL OF COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DETERMINED BY THE COMPENSATION COMMITTEE.	Issuer	Yes
FCVA	319438107	8/22/2012	7/2/2012	Annual	1	Election of directors. Nominees:		
						1) ROBERT G. WATTS, JR.	Issuer	Yes

					2) DEBRA L. RICHARDSON	Issuer	Yes	
					3) JOHN M. PRESLEY	Issuer	Yes	
				2	PROPOSAL TO AMEND THIS FIRST CAPITAL BANCORP, INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE AUTHORIZED NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 360,000 SHARES	Issuer	Yes	
				3	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECT A REVERSE STOCK SPLIT OF THE COMPANY'S COMMON STOCK	Issuer	Yes	
				4	PROPOSAL TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT	Issuer	Yes	
				5	PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT & HOLLAND	Issuer	Yes	
MLVF	561410101	10/2/2012	8/9/2012	Special	1	APPROVAL A PLAN OF CONVERSION AND REORGANIZATION AND THE TRANSACTIONS CONTEMPLATED THEREBY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes
					2A.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW PROVIDING FOR THE AUTHORIZED CAPITAL STOCK OF 50,000,000 SHARES OF COMMON STOCK AND 10,000,000 SHARES OF SERIAL PREFERRED STOCK COMPARED TO 15,000,000 SHARES OF COMMON STOCK AND 5,000,000 SHARES OF PREFERRED STOCK IN THE CHARTER OF MALVERN	Holder	Yes

			FEDERAL BANCORP.		
2B.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL FOR MERGERS, CONSOLIDATIONS AND SIMILAR TRANSACTIONS, UNLESS THEY HAVE BEEN APPROVED IN ADVANCE BY AT LEAST TWO-THIRDS OF THE BOARD OF DIRECTORS OF MALVERN BANCORP-NEW.	Holder		Yes	
2C.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL OF AMENDMENTS TO CERTAIN PROVISIONS IN THE ARTICLES OF INCORPORATION AND BYLAWS OF MALVERN BANCORP-NEW.	Holder		Yes	
2D.	APPROVAL OF A PROVISION IN ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW TO LIMIT THE ACQUISITION OF SHARES IN EXCESS OF 10% OF OUTSTANDING VOTING SECURITIES OF MALVERN BANCORP-NEW.	Holder		Yes	
3	ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT MEETING.	Issuer		Abstain	

HRS	413875105	10/26/2012	8/31/2012	Annual	1	Election of directors. Nominees:		
						1) ELECTION OF DIRECTOR: WILLIAM M. BROWN	Issuer	Yes
						2) ELECTION OF DIRECTOR: PETER W. CHIARELLI	Issuer	Yes
							Issuer	Yes

3) ELECTION OF DIRECTOR:
THOMAS A. DATTILO

4) ELECTION OF DIRECTOR: Issuer Yes
TERRY D. GROWCOCK

5) ELECTION OF DIRECTOR: Issuer Yes
LEWIS HAY III

6) ELECTION OF DIRECTOR: Issuer Yes
KAREN KATEN

7) ELECTION OF DIRECTOR: Issuer Yes
STEPHEN P. KAUFMAN

8) ELECTION OF DIRECTOR: Issuer Yes
LESLIE F. KENNE

9) ELECTION OF DIRECTOR: Issuer Yes
DAVID B. RICKARD

10) ELECTION OF DIRECTOR: Issuer Yes
JAMES C. STOFFEL

11) ELECTION OF DIRECTOR: Issuer Yes
GREGORY T. SWIENTON

12) ELECTION OF DIRECTOR: Issuer Yes
HANSEL E. TOOKES II

2 APPROVAL OF THE Issuer Yes
COMPENSATION OF OUR
NAMED EXECUTIVE
OFFICERS.

3 APPROVAL OF AN Issuer Yes
AMENDMENT TO OUR
RESTATED CERTIFICATE OF
INCORPORATION TO PERMIT
HOLDERS OF 25% OF OUR
OUTSTANDING SHARES OF
COMMON STOCK TO CALL
SPECIAL MEETINGS OF
SHAREHOLDERS.

4 THE RATIFICATION OF THE Issuer Yes
APPOINTMENT BY OUR AUDIT
COMMITTEE OF ERNST &
YOUNG LLP AS OUR
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR FISCAL YEAR 2013.

HBNK 40867E107 11/6/2012 9/19/2012 Annual 1 Election of directors. Nominees:

1) JUDITH E. KENNEDY Issuer Yes

2) RICHARD J. KOS Issuer Yes

3) KATHLEEN O'BRIEN MOORE Issuer Yes

2 TO RATIFY THE Issuer Yes
APPOINTMENT OF WOLF &
COMPANY, P.C. AS THE
COMPANY'S INDEPENDENT
AUDITORS FOR THE YEAR

					3	ENDING JUNE 30, 2013. TO EXPLORE AVENUES TO ENHANCE SHAREHOLDER VALUE THROUGH AN EXTRA-ORDINARY TRANSACTION (DEFINED HERE AS A TRANSACTION NOT IN THE ORDINARY COURSE OF BUSINESS OPERATIONS) INCLUDING, BUT NOT LIMITED TO, SELLING OR MERGING THE COMPANY WITH ANOTHER INSTITUTION.	Issuer	Yes
OSBK	68764U106	11/14/2012	9/14/2012	Special	1	TO APPROVE AN AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 27, 2012, BETWEEN AMERICAN BANCORPORATION, INC. AND OSAGE BANCSHARES, INC. AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Issuer	Yes
					2	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.	Issuer	Abstain
CSCO	17275R102	11/15/2012	9/17/2012	Annual	1	Election of directors. Nominees:		
						1) ELECTION OF DIRECTOR: CAROL A. BARTZ	Issuer	Yes
						2) ELECTION OF DIRECTOR: MARC BENIOFF	Issuer	Yes
						3) ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes
						4) ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Issuer	Yes
						5) ELECTION OF DIRECTOR: LARRY R. CARTER	Issuer	Yes
						6) ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Issuer	Yes
						7) ELECTION OF DIRECTOR: BRIAN L. HALLA	Issuer	Yes

					8) ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY		
					9) ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Issuer	Yes
					10) ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Issuer	Yes
					11) ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Issuer	Yes
					12) ELECTION OF DIRECTOR: ARUN SARIN	Issuer	Yes
					13) ELECTION OF DIRECTOR: STEVEN M. WEST	Issuer	Yes
				2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN.	Issuer	Yes
				3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Issuer	Yes
				4	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Issuer	Yes
				5	APPROVAL TO HAVE CISCO'S BOARD ADOPT A POLICY TO HAVE AN INDEPENDENT BOARD CHAIRMAN WHENEVER POSSIBLE.	Holder	Yes
				6	APPROVAL TO REQUEST CISCO MANAGEMENT TO PREPARE A REPORT ON "CONFLICT MINERALS" IN CISCO'S SUPPLY CHAIN.	Holder	Yes
ABBB	050254101	11/20/2012	10/2/2012	Annual	1	Election of directors. Nominees:	
						1) PETER E. CHALKE	Issuer
						2) THOMAS J. DEAN	Issuer
						3) SHARON A. MILLETT	Issuer
					2	THE RATIFICATION OF BERRY DUNN AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013	Issuer
RYFL	78027P109	2/19/2013	11/26/2012	Annual	1	Election of directors. Nominees:	
						1) JAMES A. FITCH, JR.	Issuer
						2) ROGER L. HUPE	Issuer

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				2	PROPOSAL TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Issuer	Yes	
MLVF	561409103	2/7/2013	12/20/2012	Annual	1	Election of directors. Nominees:	Issuer	Yes
					1)	RONALD ANDERSON	Issuer	Yes
					2)	F. CLAIRE HUGHES, JR.	Issuer	Yes
				2	PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	
				3	ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	
				4	PROPOSAL TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS MALVERN BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013.	Issuer	Yes	
PFOH	714273109	1/23/2013	11/30/2012	Annual	1	Election of directors. Nominees:		
					1)	STEVEN R. BOHL	Issuer	Yes
					2)	MICHAEL R. MELVIN	Issuer	Yes
					3)	JOSEPH P. VALORE	Issuer	Yes
ABVA	018535104	12/19/2012	10/26/2012	Special	1	TO APPROVE THE AGREEMENT & PLAN OF REORGANIZATION, AS AMENDED, & RELATED PLAN OF MERGER (REORGANIZATION AGREEMENT), AMONG WASHINGTONFIRST BANKSHARES, INC., ALLIANCE BANKSHARES	Issuer	Yes

					CORPORATION & ALLIANCE BANK CORPORATION PURSUANT TO WHICH ALLIANCE WILL MERGE WITH & INTO WASHINGTONFIRST, WITH WASHINGTONFIRST AS THE SURVIVING CORPORATION (MERGER).		
				2	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION THAT ALLIANCE'S NAMED EXECUTIVE OFFICERS MAY RECEIVE, UNDER PRE-EXISTING AGREEMENTS, IN CONNECTION WITH THE MERGER.	Issuer	Yes
				3	TO APPROVE A PROPOSAL, IF NECESSARY, TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO PERMIT THE FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ACHIEVE A QUORUM OR APPROVE THE REORGANIZATION AGREEMENT.	Issuer	Abstain
BYFC	111444105	12/19/2012	10/29/2012	Annual	1	Election of directors. Nominees:	
					1) WAYNE-KENT A. BRADSHAW	Issuer	Yes
					2) KELLOGG CHAN	Issuer	Yes
					3) PAUL C. HUDSON	Issuer	Yes
				2	RATIFICATION OF APPOINTMENT OF CROWE HORWATH LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF BROADWAY FINANCIAL CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2012	Issuer	Yes
				3	NONBINDING PROPOSAL TO APPROVE EXECUTIVE COMPENSATION AS DESCRIBED IN THE ANNUAL MEETING PROXY STATEMENT	Issuer	Yes

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HFFC	404172108	12/19/2012	11/9/2012	Annual	1	Election of directors. Nominees:		
						1) DAVID J. HORAZDOVSKY	Issuer	Yes
						2) MICHAEL M. VEKICH	Issuer	Yes
					2	TO RATIFY THE APPOINTMENT OF EIDE BAILLY, LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Issuer	Yes
RIVR	768475105	4/17/2013	2/22/2013	Annual	1	Election of directors. Nominees:		
						1) FRED W. KOEHLER	Issuer	Yes
						2) CHARLES J. MCKAY, CPA	Issuer	Yes
					2	APPROVAL AND RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS AUDITORS FOR RIVER VALLEY BANCORP FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013.	Issuer	Yes
					3	APPROVAL, ON AN ADVISORY BASIS, OF THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS INCLUDED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.	Issuer	Yes
					4	THE SHAREHOLDERS SHOULD VOTE TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS EVERY.	Issuer	Yes
CZNC	172922106	4/16/2013	2/19/2013	Annual	1	Election of directors. Nominees:		
						1) R.BRUCE HANER	Issuer	Yes
						2) SUSAN E. HARTLEY	Issuer	Yes
						3) LEO F. LAMBERT	Issuer	Yes
						4) LEONARD SIMPSON	Issuer	Yes
					2	RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PARENTEBEARD LLC AS INDEPENDENT AUDITORS.	Issuer	Yes

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RIF	76970B101	4/11/2013	2/19/2013	Annual	2A.	ELECTION OF CLASS III TRUSTEE: ARTHUR G. KOUMANTZELIS	Issuer	Yes
OLBK	67984M100	4/15/2013	2/15/2013	Special	1	A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED SEPTEMBER 10, 2012, AS AMENDED, AS THE AGREEMENT MAY BE AMENDED FROM TIME TO TIME, BY AND BETWEEN OLD LINE BANCSHARES, INC. AND WSB HOLDINGS, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes
					2	TO ADJOURN THE MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MATTERS TO BE CONSIDERED BY THE STOCKHOLDERS AT THE MEETING.	Issuer	Abstain
SONA	843395104	4/25/2013	3/5/2013	Annual	1	Election of directors. Nominees:		
						1) R. RODERICK PORTER	Issuer	Yes
						2) W. BRUCE JENNINGS	Issuer	Yes
	2	RATIFICATION OF THE APPOINTMENT OF DIXON HUGHES GOODMAN LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer	Yes				
	3	APPROVAL OF AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Issuer	Yes				
CNS	19248A109	4/25/2013	2/20/2013	Annual	1	Election of directors. Nominees:		

					1) MARTIN COHEN	Issuer	Yes
					2) RICHARD J. NORMAN	Issuer	Yes
					3) FRANK K. ROSS	Issuer	Yes
SNY	80105N105	5/3/2013	3/25/2013	Annual	1 APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes
					2 APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2012	Issuer	Yes
					3 APPROPRIATION OF PROFITS, DECLARATION OF DIVIDEND	Issuer	Yes
					4 APPOINTMENT OF A DIRECTOR (FABIENNE LECORVAISIER)	Issuer	Yes
					5 AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	Issuer	Yes
					6 DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS	Issuer	Yes
					7 DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE, WITH PREEMPTIVE RIGHT BEING CANCELLED, OF SHARES AND/OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GIVING ENTITLEMENT TO THE ALLOTMENT OF DEBT INSTRUMENTS BY PUBLIC OFFERING	Issuer	Yes

8	POSSIBILITY OF ISSUING, WITHOUT PREEMPTIVE RIGHT, SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL AS CONSIDERATION FOR ASSETS TRANSFERRED TO THE COMPANY AS A CAPITAL CONTRIBUTION IN KIND IN THE FORM OF SHARES OR SECURITIES GIVING ACCESS TO THE CAPITAL OF ANOTHER COMPANY	Issuer	Yes
9	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS	Issuer	Yes
10	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS	Issuer	Yes
11	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO DECIDE THE ISSUANCE OF SHARES OR SECURITIES GIVING ACCESS TO THE COMPANY'S CAPITAL RESERVED FOR MEMBERS OF SAVINGS PLANS, WITH WAIVER OF PREEMPTIVE RIGHT IN THEIR FAVOR	Issuer	Yes
12	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO ALLOT, WITHOUT PREEMPTIVE RIGHT, EXISTING OR NEW RESTRICTED SHARES IN FULL OR PARTIAL SUBSTITUTION FOR THE DISCOUNT TO A CAPITAL INCREASE RESERVED FOR SALARIED EMPLOYEES	Issuer	Yes
13		Issuer	Yes

						DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT, WITHOUT PREEMPTIVE RIGHT, OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES		
					14	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	Issuer	Yes
					15	POWERS FOR FORMALITIES	Issuer	Yes
GTWN	372591107	4/23/2013	3/7/2013	Annual	1	Election of directors. Nominees:		
						1) KEITH N. CONGDON	Issuer	Yes
						2) KATHLEEN R. SACHS	Issuer	Yes
						3) DAVID A. SPLAINE	Issuer	Yes
						4) ROBERT T. WYMAN	Issuer	Yes
					2	THE RATIFICATION OF SHATSWELL MACLEOD & COMPANY, P. C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Issuer	Yes
					3	AN ADVISORY, NON-BINDING RESOLUTION TO APPROVE THE EXECUTIVE COMPENSATION DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes
					4	AN ADVISORY, NON-BINDING PROPOSAL WITH RESPECT TO THE FREQUENCY THAT STOCKHOLDERS WILL VOTE ON OUR EXECUTIVE COMPENSATION.	Issuer	Yes
WFC	949746101	4/23/2013	2/26/2013	Annual	1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Issuer	Yes
					1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Issuer	Yes
					1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Issuer	Yes
					1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Issuer	Yes
					1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Issuer	Yes
					1F)		Issuer	Yes

					ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.		
				1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Issuer	Yes
				1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Issuer	Yes
				1I)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Issuer	Yes
				1J)	ELECTION OF DIRECTOR: HOWARD V. RICHARDSON	Issuer	Yes
				1K)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Issuer	Yes
				1L)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Issuer	Yes
				1M)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Issuer	Yes
				1N)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Issuer	Yes
				2	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Issuer	Yes
				3	PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATE LONG-TERM INCENTIVE COMPENSATION PLAN.	Issuer	Yes
				4	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Issuer	Yes
				5	STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.	Holder	Yes
				6	STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Holder	Yes
				7	STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Holder	Yes
FSOF	33644N102	4/24/2013	2/28/2013	Annual	1	Election of directors. Nominees:	
						1) J. HERBERT BOYDSTUN	Issuer Yes
						2) ROBERT G. COX	Issuer Yes

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					3) MARSHA M. GASSAN	Issuer	Yes
					4) JOHN T. GRIGSBY	Issuer	Yes
					5) SIDNEY W. LASSEN	Issuer	Yes
					6) WILLIAM C. O'MALLEY	Issuer	Yes
					7) BRIAN J. SHERR	Issuer	Yes
				2	TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2013.	Issuer	Yes
JNJ	478160104	4/25/2013	2/26/2013	Annual	1A) ELECTION OF DIRECTOR: MARY SUE COLEMAN	Issuer	Yes
					1B) ELECTION OF DIRECTOR: JAMES G. CULLEN	Issuer	Yes
					1C) ELECTION OF DIRECTOR: IAN E.L. DAVIS	Issuer	Yes
					1D) ELECTION OF DIRECTOR: ALEX GORSKY	Issuer	Yes
					1E) ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Issuer	Yes
					1F) ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Issuer	Yes
					1G) ELECTION OF DIRECTOR: ANNE M. MULCAHY	Issuer	Yes
					1H) ELECTION OF DIRECTOR: LEO F. MULLIN	Issuer	Yes
					1I) ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Issuer	Yes
					1J) ELECTION OF DIRECTOR: CHARLES PRINCE	Issuer	Yes
					1K) ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Issuer	Yes
					1L) ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Issuer	Yes
				2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Issuer	Yes
				3	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013	Issuer	Yes
				4	SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK	Holder	Yes
				5	SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES	Holder	Yes
				6		Holder	Yes

SHAREHOLDER PROPOSAL ON
INDEPENDENT BOARD
CHAIRMAN

FRBK	760416107	4/30/2013	3/18/2013	Annual	1	Election of directors. Nominees:		
						1) THEODORE J. FLOCCO, JR.	Issuer	Yes
						2) BARRY L. SPEVAK	Issuer	Yes