

Northwest Bancshares, Inc.  
Form 8-K/A  
May 19, 2011

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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 18, 2011

Northwest Bancshares, Inc.

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(Exact name of registrant as specified in its charter)

|   |                                    |   |
|---|------------------------------------|---|
| Maryland<br>(State or other jurisdiction of<br>incorporation) | 001-34582<br>(Commission File No.) | 27-0950358<br>(I.R.S. Employer<br>Identification No.) |
|---|------------------------------------|---|

100 Liberty Street  
Warren, Pennsylvania 16365  
(Address of principal executive office) (Zip code)

Registrant's telephone number, including area code: (814) 726-2140

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))



Explanatory Note

This Form 8-K/A is being filed as an amendment (“Amendment No. 1”) to the current report on Form 8-K filed by Northwest Bancshares, Inc. (the “Company”) with the Securities and Exchange Commission on April 21, 2011 (the “Original Filing”). The sole purpose of this Amendment No. 1 is to disclose the Company’s decision regarding how often it will conduct shareholder advisory votes on executive compensation. No other changes have been made to the Original Filing.

Item 5.07                      Submission of Matters to a Vote of Security Holders

On April 20, 2011, the Company’s shareholders conducted a non-binding advisory vote regarding the frequency of shareholder approval of the compensation of named executive officers. As a result of the shareholder advisory vote, the Company’s Board of Directors has determined that the Company will hold an annual advisory vote on executive compensation until the next required vote on the frequency of shareholder votes on executive compensation.

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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.

NORTHWEST BANCSHARES, INC.

DATE: May 19, 2011

By: /s/ William W. Harvey, Jr.  
William W. Harvey, Jr.  
Chief Financial Officer