

FIRST MIDWEST BANCORP INC

Form 8-K

May 17, 2013

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): May 14, 2013

First Midwest Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of Incorporation)

0-10967
(Commission
File Number)

36-3161078
(IRS Employer
Identification No.)

Pierce Place, Suite 1500, Itasca, Illinois

One

60143
(Zip Code)

(Address of principal executive offices)

(630) 875-7450
(Registrant's telephone number, including area code)

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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) The Company held its Annual Meeting of Stockholders on May 14, 2013 (“Annual Meeting”). A total of 67,784,457 shares of common stock of the Company were represented in person or by proxy at the Annual Meeting, which represented approximately 90.17% of the Company’s total outstanding shares of common stock.

(b) At the Annual Meeting, stockholders voted on the matters set forth below.

Item 1 – Election of Directors. All of the nominees for election to the Company’s Board of Directors were elected, each for a three-year term, upon the following votes:

Nominee	Votes For	Votes Abstentions		Broker Non-Votes
		Against		
Brother James	59,189,222	3,890,306	7,529	4,697,400
Gaffney	59,298,402	3,618,810	169,845	4,697,400
Patrick J.	59,573,276	3,489,483	24,298	4,697,400
McDonnell	59,055,534	3,977,176	54,347	4,697,400
Michael L. Scudder John L. Sterling J. Stephen Vanderwoude	59,146,458	3,886,402	54,197	4,697,400

Item 2 – Appointment of Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified (advisory vote), upon the following votes:

Votes For	Votes Abstentions		Broker Non-Votes
	Against		
66,903,303	845,716	35,438	-0-

Item 3 – Advisory Vote on the Company’s Executive Compensation. The compensation paid by the Company to its named executive officers was approved on an advisory basis, upon the following votes:

Votes For	Votes Abstentions		Broker Non-Votes
	Against		
58,100,240	4,769,666	217,151	4,697,400

Item 4 – Amendments to the Company’s Omnibus Stock and Incentive Plan. The amendments to the Company’s Omnibus Stock and Incentive Plan were approved, upon the following votes:

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Votes For	Votes Abstentions Against	Broker Non-Votes
60,791,632	1,754,863	540,562 4,697,400

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 thereunto duly authorized.

First Midwest Bancorp, Inc.
(Registrant)

Date: May 17, 2013

/s/ NICHOLAS J. CHULOS
By: Nicholas J. Chulos
Executive Vice President, Corporate Secretary
and General Counsel
