

PROVIDENT FINANCIAL HOLDINGS INC
Form 8-K
November 29, 2012

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): November 27, 2012

PROVIDENT FINANCIAL HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Delaware (State or other jurisdiction of incorporation) | 000-28304 (Commission File Number) | 33-0704889 (I.R.S. Employer Identification No.) |
| 3756 Central Avenue, Riverside, California (Address of principal executive offices) | | 92506 (Zip Code) |

Registrant's telephone number, including area code: (951) 686-6060

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.

Provident Financial Holdings, Inc. (“Corporation”), the holding company for Provident Savings Bank, F.S.B., announced the retirement of Mr. Robert G. Schrader from the Corporation’s Board of Directors effective November 27, 2012.

The news release announcing the retirement of Mr. Robert G. Schrader from the Corporation’s Board of Directors is attached as Exhibit 99.1 and incorporated by reference herein.

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

The Corporation held its Annual Meeting of Shareholders on Tuesday, November 27, 2012 in Riverside, California. The results of the vote for the three items presented at the meeting were as follows:

1. Election of Directors:

Shareholders elected the following nominees to the Board of Directors for a three-year term ending 2015 by the following vote:

| Nominee | For | | Withheld | | Broker Non-Vote | |
|--------------------------|-----------------|------------|-----------------|------------|-----------------|------------|
| | Number of Votes | Percentage | Number of Votes | Percentage | Number of Votes | Percentage |
| Judy Carpenter | 7,779,191 | 98.2 | 144,065 | 1.8 | 1,990,034 | N/A |
| W i l l i a m E . Thomas | 7,676,549 | 96.9 | 246,707 | 3.1 | 1,990,034 | N/A |

The following directors, who were not up for re-election at the Annual Meeting of Shareholders, will continue to serve as directors: Joseph P. Barr, Bruce W. Bennett, Craig G. Blunden and Debbi H. Guthrie and Roy H. Taylor.

2. Advisory (Non-Binding) Vote on Executive Compensation:

Shareholders approved the executive compensation by the following vote:

| | Number of Votes | Percentage |
|-----------------|-----------------|------------|
| For | 7,759,829 | 97.9 |
| Against | 23,078 | 0.3 |
| Abstain | 140,349 | 1.8 |
| Broker Non-Vote | 1,990,034 | N/A |

3. Ratification of Appointment of Independent Auditor:

Shareholders ratified the appointment of Deloitte & Touche LLP as the Corporation's independent auditor for the fiscal year ending June 30, 2013 by the following vote:

| | Number of Votes | Percentage |
|---------|--------------------|------------|
| For | 9,879,800 | 99.7 |
| Against | 29,663 | 0.3 |
| Abstain | 3,827 | 0.0 |

The Corporation posted its annual meeting presentation on the Corporation's website, www.myprovident.com, under Presentations in the Investor Relations section. A copy of the Annual Meeting Presentation is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

- 99.1 News release regarding the retirement of Mr. Robert G. Schrader from the Corporation's Board of Directors.
- 99.2 Annual Meeting Presentation of Provident Financial Holdings, Inc.

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.

Date: November 29, 2012

Provident Financial Holdings, Inc.

/s/ Donavon P. Ternes
Donavon P. Ternes
President, Chief Operating and
Chief Financial Officer
