

BRYN MAWR BANK CORP
Form 8-K
April 18, 2019
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): April 18, 2019

Bryn Mawr Bank Corporation
(Exact Name of Registrant as specified in its charter)

Pennsylvania 001-35746 23-2434506
(State or other jurisdiction (Commission File Number) (I.R.S. Employer
of incorporation) Identification No.)

801 Lancaster Avenue, Bryn Mawr, PA 19010

Registrant's telephone number, including area code: 610-525-1700

None
(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 obligations of the registrant under any of the following provisions (see General Instructions A.2. below):

- 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

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

Item 2.02 Results of Operations and Financial Condition.

On April 18, 2019, Bryn Mawr Bank Corporation (the "Corporation"), the parent of The Bryn Mawr Trust Company, issued a Press Release announcing the results of operations for the quarter ended March 31, 2019. The Press Release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

The information furnished in this Item 2.02, including Exhibit 99.1 attached hereto and incorporated by reference herein, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, such information, including such Exhibit, shall not be deemed incorporated by reference into any of the Corporation's reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

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

The Corporation held its Annual Meeting of Shareholders on April 18, 2019 for the purpose of considering and acting upon the below proposals. A total of 20,231,150 shares were outstanding and entitled to vote at the Annual Meeting, of which 18,487,285 shares were voted.

1. A proposal to elect three Class I directors to serve a four year term expiring in 2023.

The shareholders of the Corporation elected the following Class I directors to each serve a four year term expiring in 2023 by the following vote:

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Michael J. Clement | 15,952,216 | 181,480 | 2,353,589 |
| Scott M. Jenkins | 15,901,334 | 232,362 | 2,353,589 |
| A. John May, III | 15,948,424 | 185,272 | 2,353,589 |

The following additional directors continued in office after the Annual Meeting: Diego F. Calderin, Andrea F. Gilbert, Wendell F. Holland, Francis J. Leto, Lynn B. McKee, Britton H. Murdoch, and F. Kevin Tylus.

2. A proposal to approve a non-binding advisory vote on executive officer compensation ("say-on-pay").

The shareholders of the Corporation approved the say-on-pay proposal by the following vote:

| Votes For | Votes Against | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 15,668,690 | 401,141 | 63,865 | 2,353,589 |

3. A proposal to ratify KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019.

The shareholders of the Corporation ratified the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2019 by the following vote:

| Votes For | Votes Against | Abstained |
|------------|---------------|-----------|
| 18,290,952 | 178,253 | 18,080 |

Item 8.01 Other Events.

Included within the press release that is attached as Exhibit 99.1 and incorporated into Item 2.02 above is an announcement that the Board of Directors of the Corporation has authorized a new stock repurchase program under which the Corporation can repurchase up to 1,000,000 shares from time to time at an aggregate purchase price not to exceed \$45 million (the "New Repurchase Program"). The New Repurchase Program will become effective upon the completion of the Corporation's existing 2015 stock repurchase program.

The information furnished Exhibit 99.1 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, such information, including such Exhibit, shall not be deemed incorporated by reference into any of the Corporation’s reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit 99.1 – Press Release announcing the results of operations for the quarter ended March 31, 2019

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.

BRYN MAWR BANK
CORPORATION

By: /s/ Michael W. Harrington
Michael W. Harrington
Chief Financial Officer

Date: April 18, 2019

EXHIBIT INDEX

Exhibit 99.1 Press Release announcing the results of operations for the quarter ended March 31, 2019