

FCB FINANCIAL HOLDINGS, INC.  
Form 8-K  
May 17, 2016

**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**

**May 17, 2016 (May 16, 2016)**

Date of Report (Date of earliest event reported)

**FCB FINANCIAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other

**jurisdiction of incorporation**

**001-36586**  
(Commission file number)

**2500 Weston Road, Suite 300**

**Weston, Florida 33331**

**27-0775699**  
(IRS Employer

**Identification Number)**

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**(Address of principal executive offices)**

**(954) 984-3313**

**(Registrant's telephone number, including area code)**

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 5.07 Submission of Matters to a Vote of Security Holders**

On May 16, 2016, FCB Financial Holdings, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) and the following proposals were voted on:

**Proposal No. 1:** To elect Alan S. Bernikow, Thomas E. Constance, William L. Mack and Frederic Salerno as Class II Directors for a three year term of office expiring at the 2019 Annual Meeting of Stockholders.

**Proposal No. 2:** To ratify the Audit Committee's selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016.

**Proposal No. 3:** To approve the FCB Financial Holdings, Inc. 2016 Stock Incentive Plan.

**Proposal No. 4:** To approve, on a nonbinding advisory basis, the frequency of future nonbinding advisory votes on executive officer compensation (commonly referred to as say-on-pay frequency)

Each proposal is described in detail in the Company's definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 9, 2016 and the supplement to the Company's definitive proxy statement, filed with the Securities and Exchange Commission on May 6, 2016. The results of such stockholder votes are set forth below.

**Proposal No. 1:** All of the director nominees were elected to the Board based on the following votes:

NOMINEE	FOR	WITHHELD	BROKER NON-VOTES
Alan S. Bernikow	24,149,988	8,069,853	2,022,004
Thomas E. Constance	29,240,790	2,979,051	2,022,004
William L. Mack	30,636,747	1,583,094	2,022,004
Frederic Salerno	23,335,486	8,884,355	2,022,004

**Proposal No. 2:** The proposal to ratify the Audit Committee's selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016 received the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
34,019,366	215	222,264	

**Proposal No. 3:** The proposal to approve the FCB Financial Holdings, Inc. 2016 Stock Incentive Plan received the following votes:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
28,958,615	3,249,295	11,931	2,022,004

**Proposal No. 4.** The nonbinding advisory vote concerning the frequency of future nonbinding votes on executive compensation received the following votes:

<b>EVERY YEAR</b>	<b>EVERY TWO YEARS</b>	<b>EVERY THREE YEARS</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
32,127,163	1,518	22,499	68,661	2,022,004

**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.

Date: May 17, 2016

FCB FINANCIAL HOLDINGS, INC.

By: /s/ Jennifer Simons  
Name: Jennifer Simons  
Title: Chief Financial Officer