

WESTERN ALLIANCE BANCORPORATION

Form 8-K

June 14, 2018

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): June 12, 2018

WESTERN ALLIANCE BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-32550 88-0365922

(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

One E. Washington Street, Suite 1400, Phoenix, Arizona 85004

(Address of principal executive offices) (Zip Code)

(602) 389-3500

(Registrant's telephone number, including area code)

Not Applicable

(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)

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

On June 12, 2018, Western Alliance Bancorporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The total number of shares of the Company’s common stock, par value of \$0.0001 per share, voted in person or by proxy at the Annual Meeting was 98,102,344, representing 92.69% of the 105,857,628 shares outstanding and entitled to vote at the Annual Meeting. All matters voted upon at the Annual Meeting were approved with the required votes. The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter are set forth below.

## Proposal 1 Election of Directors

The Company’s stockholders elected fourteen directors to each serve for a one-year term expiring in 2019. The voting results were as follows:

|                       | VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-----------------------|------------|---------------|-------------|------------------|
| Bruce Beach           | 86,275,005 | 1,431,915     | 1,178,219   | 9,235,205        |
| William S. Boyd       | 85,722,111 | 1,437,371     | 1,725,657   | 9,235,205        |
| Howard N. Gould       | 87,841,838 | 707,424       | 335,877     | 9,235,205        |
| Steven J. Hilton      | 79,341,606 | 5,628,375     | 3,915,158   | 9,235,205        |
| Marianne Boyd Johnson | 83,640,954 | 108,473       | 5,135,712   | 9,235,205        |
| Robert P. Latta       | 88,416,892 | 139,124       | 329,123     | 9,235,205        |
| Cary Mack             | 86,790,416 | 938,010       | 1,156,713   | 9,235,205        |
| Todd Marshall         | 82,804,253 | 941,833       | 5,139,053   | 9,235,205        |
| James E. Nave, D.V.M. | 82,610,511 | 964,374       | 5,310,254   | 9,235,205        |
| Michael Patriarca     | 88,661,623 | 29,684        | 193,832     | 9,235,205        |
| Robert Gary Sarver    | 86,610,180 | 939,036       | 1,335,923   | 9,235,205        |
| Donald D. Snyder      | 80,094,385 | 1,446,501     | 7,344,253   | 9,235,205        |
| Sung Won Sohn, Ph.D.  | 88,707,705 | 33,456        | 143,978     | 9,235,205        |
| Kenneth A. Vecchione  | 87,825,884 | 113,024       | 946,231     | 9,235,205        |

## Proposal 2 Advisory (Non-Binding) Vote on Executive Compensation

The Company’s stockholders approved, on a non-binding advisory basis, executive compensation. The voting results were as follows:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|---------------|-------------|------------------|
| 86,906,755 | 1,914,949     | 63,435      | 9,235,205        |

## Proposal 3 Advisory (Non-Binding) Vote on Frequency of Executive Compensation Votes

The Company’s stockholders selected, on a non-binding advisory basis, every year as the frequency with which the Company should hold votes on executive compensation. The voting results were as follows:

| EVERY YEAR | TWO YEARS | THREE YEARS | ABSTENTIONS |
|------------|-----------|-------------|-------------|
| 86,444,716 | 998,705   | 1,335,022   | 106,696     |

Proposal 4 Ratification of Auditor

The Company's stockholders ratified the appointment of RSM US LLP as the Company's independent auditors for the fiscal year ending December 31, 2018. The voting results were as follows:

| VOTES<br>FOR | VOTES<br>AGAINST | ABSTENTIONS | BROKER<br>NON-VOTES |
|--------------|------------------|-------------|---------------------|
| 95,913,317   | 2,176,681        | 30,346      | —                   |

---

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.

WESTERN  
ALLIANCE  
BANCORPORATION  
(Registrant)

/s/ Dale  
Gibbons  
Dale  
Gibbons  
Executive  
Vice  
President  
and Chief  
Financial  
Officer

Date:  
June  
13,  
2018