

Edgar Filing: MidWestOne Financial Group, Inc. - Form 8-K

MidWestOne Financial Group, Inc.  
Form 8-K  
June 17, 2015

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 16, 2015

MidWestOne Financial Group, Inc.  
(Exact name of registrant as specified in its charter)

Commission file number 001-35968

|  |  |
|--|--|
| Iowa<br>(State or other jurisdiction<br>of incorporation)<br>102 South Clinton Street<br>Iowa City, Iowa 52240<br>(Address of principal executive offices, including zip code)<br>(319) 356-5800<br>(Registrant's telephone number, including area code)<br>N/A<br>(Former name or former address, if changed since last report) | 42-1206172<br>(I.R.S. Employer<br>Identification Number) |
|--|--|

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 (see General Instruction 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))

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

The annual meeting of shareholders of MidWestOne Financial Group, Inc. (the "Company") was held on June 16, 2015. There were a total of 11,099,181 shares of common stock outstanding as of the record date for the annual meeting, of which 9,843,300 were present in person or by proxy at the meeting, representing 89% of the outstanding shares eligible to vote. Three proposals were presented to the shareholders. The results of the shareholder vote on each of the three proposals were as follows:

A proposal to elect four (4) Class II Directors of the Company; each director having a three-year term expiring in the year 2018.

| Nominees           | Number of<br>Shares<br>Voted For | Number of<br>Shares<br>Vote Withheld | Broker<br>Non-Votes |
|--------------------|----------------------------------|--------------------------------------|---------------------|
| Richard R. Donohue | 8,887,212                        | 107,902                              | 848,186             |
| Ruth E. Stanoch    | 8,902,105                        | 93,009                               | 848,186             |
| Kurt R. Weise      | 8,753,892                        | 241,222                              | 848,186             |
| Stephen L. West    | 8,888,300                        | 106,814                              | 848,186             |

An advisory (non-binding) proposal to approve the compensation awarded by the Company to its named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, as required by Section 14A of the Securities Exchange Act of 1934, as amended.

| Number of Shares<br>Voted For | Number of Shares<br>Voted Against | Abstentions | Broker Non-Votes |
|-------------------------------|-----------------------------------|-------------|------------------|
| 8,759,315                     | 110,383                           | 125,416     | 848,186          |

The ratification of the appointment of McGladrey, LLP as independent registered public accounting firm of the Company for the fiscal year ending December 31, 2015.

| Number of Shares<br>Voted For | Number of Shares<br>Voted Against | Abstentions | Broker Non-Votes |
|-------------------------------|-----------------------------------|-------------|------------------|
| 9,772,503                     | 69,240                            | 1,557       | —                |

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.

MIDWESTONE FINANCIAL GROUP, INC.

Dated: June 17, 2015

By: /s/ GARY J. ORTALE  
Gary J. Ortale  
Executive Vice President and  
Chief Financial Officer