

BRYN MAWR BANK CORP  
Form 8-K  
May 07, 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): May 2, 2012

**Bryn Mawr Bank Corporation**

(Exact Name of Registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction

of incorporation)

**0-15261**  
(Commission

File Number)

**23-2434506**  
(I.R.S. Employer

Identification No.)

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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))

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

The Corporation held its Annual Meeting of Shareholders on May 2, 2012 for the purpose of considering and acting upon the below proposals. A total of 13,241,663 shares were outstanding and entitled to vote at the Annual Meeting, of which 11,561,293 shares were voted.

1. *A proposal to elect one Class II director to serve a four year term expiring in 2016.*

The shareholders of the Corporation elected Andrea F. Gilbert as a Class II director to serve a four year term expiring in 2016 by the following vote:

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Andrea F. Gilbert	9,915,746	226,258	1,419,289

The following directors continued in office after the Annual Meeting: Britton H. Murdoch, Francis J. Leto, Wendell L. Holland, David E. Lees, Frederick C. Peters, II, Donald S. Guthrie, Scott M. Jenkins, and Jerry L. Johnson.

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

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

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
9,790,605	282,179	69,220	1,419,289

3. *A proposal to ratify KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2012.*

The shareholders of the Corporation ratified the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2012 by the following vote:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
11,223,764	326,054	11,475

**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/ **Frederick C. Peters II**  
**Frederick C. Peters II**  
**President and CEO**

Date: May 7, 2012