

POPULAR INC
Form 8-K
May 05, 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): April 29, 2015

POPULAR, INC.

(Exact name of registrant as specified in its charter)

Puerto Rico
(State or other jurisdiction of
incorporation or organization)

001-34084
(Commission
File Number)

66-0667416
(IRS Employer
Identification Number)

209 Munoz Rivera Avenue

Hato Rey, Puerto Rico
(Address of principal executive offices)

(787) 765-9800

00918
(Zip code)

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former name, former address and former fiscal year, 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))

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

On April 29, 2015, Popular, Inc. (the Corporation) held its Annual Meeting of Stockholders. The number of common shares present at the Annual Meeting was 90,096,773, or 86.93% of the common shares outstanding on March 2, 2015, the record date for the meeting. The matters considered and voted on by the Corporation's stockholders at the Annual Meeting and the results of the vote of the stockholders were as follows:

Proposal 1

To elect three directors assigned to Class 1 for a three-year term.

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------------------|------------|----------------|----------------|-------------------------|
| Alejandro M. Ballester | 77,503,361 | 921,513 | 448,613 | 11,223,286 |
| Richard L. Carrión | 76,443,930 | 2,187,925 | 241,632 | 11,223,286 |
| Carlos A. Unanue | 77,936,430 | 570,360 | 366,697 | 11,223,286 |

Proposal 2

To approve an advisory vote of the Corporation's executive compensation.

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|--|------------|----------------|----------------|-------------------------|
| | 75,452,606 | 3,142,554 | 278,327 | 11,223,286 |

Proposal 3

To approve an advisory vote on the frequency of future advisory votes on the Corporation's executive compensation.

| 1 YEAR | 2 YEARS | 3 YEARS | ABSTAIN | BROKER NON-VOTES |
|---------------|----------------|----------------|----------------|-------------------------|
| 68,000,982 | 335,766 | 10,131,886 | 404,853 | N/A |

Proposal 4

To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Corporation for 2015.

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|--|------------|----------------|----------------|-------------------------|
| | 88,546,045 | 1,381,810 | 168,918 | N/A |

The press release issued by the Corporation in connection with the 2015 Annual Meeting of Stockholders is included as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

99.1 Press release dated May 5, 2015.

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.

POPULAR, INC.

(Registrant)

Date: May 5, 2015

By: **/s/ Javier D. Ferrer**

Javier D. Ferrer

Executive Vice President, General Counsel and
Secretary