

UNITED BANKSHARES INC/WV
Form 8-K
June 01, 2018

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 30, 2018

United Bankshares, Inc.

(Exact name of registrant as specified in its charter)

**West Virginia
(State or other jurisdiction of
incorporation or organization)**

**No. 002-86947
(Commission
File Number)
300 United Center**

**55-0641179
(I.R.S. Employer
Identification No.)**

500 Virginia Street, East

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Charleston, West Virginia 25301

(Address of Principal Executive Offices)

(304) 424-8800

(Registrant's telephone number, including area code)

Not Applicable

(Former name or 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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

United Bankshares, Inc. (United or the Company) held its Annual Meeting of Shareholders (the Meeting) on May 30, 2018 in McLean, Virginia. At the Meeting, shareholders voted on the following three matters outlined in the Company s proxy statement (the Proxy Statement): (1) to elect ten (10) persons to serve as directors of the Company for a one-year term expiring at the 2019 Annual Meeting; (2) to ratify the selection of Ernst & Young LLP, as the independent registered public accounting firm for the fiscal year ending December 31, 2018; and (3) to approve, on an advisory basis, the compensation of United s named executive officers. The matters are described in detail in the Proxy Statement mailed to shareholders on or about April 10, 2018. The shareholders elected each of the ten (10) persons listed below as directors of the Company for a one-year term expiring at the 2019 Annual Meeting; ratified the selection of Ernst & Young LLP, as the independent registered public accounting firm for the fiscal year ending December 31, 2018; and approved, on an advisory basis, the compensation of United s named executive officers. The voting results for the matters appear below.

Proposal 1. Election of Directors:

| | Votes For | Votes Withheld | Abstentions | Broker Non-Votes | Votes Uncast |
|-----------------------|------------|----------------|-------------|------------------|--------------|
| Richard M. Adams | 74,837,507 | 1,441,920 | | 18,898,207 | 15,195 |
| Robert G. Astorg | 63,230,236 | 13,049,191 | | 18,898,207 | 15,195 |
| Peter A. Converse | 74,962,961 | 1,316,466 | | 18,898,207 | 15,195 |
| Michael P. Fitzgerald | 74,963,014 | 1,316,413 | | 18,898,207 | 15,195 |
| Theodore J. Georgelas | 74,698,244 | 1,581,182 | | 18,898,207 | 15,195 |
| J. Paul McNamara | 73,409,481 | 2,869,946 | | 18,898,207 | 15,195 |
| Mark R. Nesselroad | 75,114,673 | 1,164,754 | | 18,898,207 | 15,195 |
| Mary K. Weddle | 74,702,428 | 1,576,999 | | 18,898,207 | 15,195 |
| Gary G. White | 75,115,866 | 1,163,561 | | 18,898,207 | 15,195 |
| P. Clinton Winter | 62,576,957 | 13,702,470 | | 18,898,207 | 15,195 |

Proposal 2. Ratification of the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for 2018:

| For | Against | Abstentions | Broker Non-Votes | Votes Uncast |
|------------|-----------|-------------|------------------|--------------|
| 93,615,655 | 1,405,774 | 171,129 | | 272 |

Proposal 3. Approval, on an advisory basis, the compensation of United s named executive officers:

| For | Against | Abstentions | Broker Non-Votes | Votes Uncast |
|------------|-----------|-------------|------------------|--------------|
| 72,378,636 | 2,559,906 | 1,355,849 | 18,898,207 | 230 |

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED BANKSHARES, INC.

Date: June 1, 2018

By: /s/ W. Mark Tatterson
W. Mark Tatterson, Executive Vice
President and Chief Financial Officer