

FIRST MIDWEST BANCORP INC
Form 8-K
May 24, 2016

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 18, 2016

(Exact name of registrant as
specified in its charter)

Delaware
(State
or 0-10967 36-3161078
other Commission (IRS Employer
jurisdiction) Identification No.)
of
Incorporation)

One Pierce
Place, Suite
1500, Itasca,
Illinois
(Address of 60143-1254
principal (Zip Code)
executive
offices)

(630) 875-7450
(Registrant's telephone number,
including area code)

N/A

(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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 18, 2016, the Board of Directors of First Midwest Bancorp, Inc. (the "Company") approved an amendment to the Company's Amended and Restated By-Laws (the "By-Laws"), effective immediately, to include a new Article 9, which provides that Delaware will be the sole and exclusive forum for certain types of legal actions unless the Company consents in writing to the selection of an alternative forum.

The foregoing description of the amendment to the Company's By-Laws is qualified in its entirety by reference to the full text of the Company's By-Laws, as amended and restated, a copy of which is included as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its 2016 Annual Meeting of Stockholders on May 18, 2016. At the annual meeting, the Company's stockholders considered three proposals, each of which is described more fully in the Company's proxy statement filed with the Securities and Exchange Commission on April 14, 2016. A total of 73,139,229 shares of the Company's common stock were represented in person or by proxy at the annual meeting, which represented approximately 90% of the Company's total outstanding shares of common stock entitled to vote at the annual meeting.

The vote results on the matters presented at the annual meeting are set forth below.

Item 1 - Election of Directors. All of the nominees for election to the Company's Board of Directors were elected upon the following votes:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Br. James Gaffney, FSC	67,064,044	1,305,669	94,922	4,674,594
Michael L. Scudder	67,678,710	730,024	55,901	4,674,594
J. Stephen Vanderwoude	67,115,947	1,280,357	68,331	4,674,594

As previously announced, John L. Sterling decided to retire from the Company's Board of Directors upon the conclusion of his term at the annual meeting and, accordingly, did not stand for re-election. In connection with Mr. Sterling's retirement, the Company's Board of Directors reduced the size of the Board to twelve directors effective at the annual meeting.

Item 2 - Advisory Resolution Regarding the Compensation Paid to the Company's Named Executive Officers. An advisory (non-binding) resolution regarding the compensation paid by the Company to its named executive officers in 2015 was approved upon the following votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
63,649,933	4,328,987	485,715	4,674,594

Item 3 - Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016 was ratified on an advisory (non-binding) basis upon the following votes:

Votes For	Votes Against	Abstentions
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72,226,193	820,087	92,949
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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.1 Amended and Restated By-Laws of the Company.

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.

First Midwest Bancorp, Inc.
(Registrant)

Date: May 24, 2016 /s/ NICHOLAS J. CHULOS

By: Nicholas J. Chulos
Executive Vice President, Corporate Secretary, and General Counsel