

Territorial Bancorp Inc.  
Form 8-K  
August 18, 2010

**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): August 17, 2010**

**TERRITORIAL BANCORP INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-34403**  
**(Commission**

**File No.)**

**26-4674701**  
**(I.R.S. Employer**

**Identification No.)**

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**1132 Bishop Street, Suite 2200, Honolulu, Hawaii**  
(Address of Principal Executive Offices)

**96813**  
(Zip Code)

**Registrant's telephone number, including area code: (808) 946-1400**

**Not Applicable**

**(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 (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 Securities Holders**

The Company's Annual Meeting of Stockholders was held on August 17, 2010. The matters considered and voted on by the Company's stockholders at the Annual Meeting were as follows:

**Proposal 1: The election of two directors each to serve for a three year term.**

| Nominee          | Shares Voted For | Shares Withheld | Broker Non-Votes |
|------------------|------------------|-----------------|------------------|
| Kirk W. Caldwell | 8,694,965        | 285,133         | 1,459,886        |
| Harold H. Ohama  | 8,848,059        | 132,039         | 1,459,886        |

**Proposal 2: The approval of the Territorial Bancorp Inc. 2010 Equity Incentive Plan.**

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 6,053,009        | 2,870,490            | 56,599      | 1,459,886        |

**Proposal 3: The ratification of appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2010.**

| Shares Voted For | Shares Voted Against | Abstentions |
|------------------|----------------------|-------------|
| 10,381,682       | 29,657               | 28,645      |

**Item 8.01 Other Events**

On August 17, 2010, the Company issued a press release announcing the results of the Annual Meeting. A copy of the press release is filed as Exhibit 99 to this Current Report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Exhibit                             |
|-------------|-------------------------------------|
| 99          | Press release dated August 17, 2010 |

**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.

**Territorial Bancorp Inc.**

DATE: August 18, 2010

By: /s/ Vernon Hirata  
Vernon Hirata  
Vice Chairman, Co-Chief Operating Officer and Secretary