

TRUSTCO BANK CORP N Y  
Form 8-K  
May 18, 2018

---

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 17, 2018

TrustCo Bank Corp NY  
(Exact name of registrant as specified in its charter)

|  |                     |                                       |
|--|---------------------|---------------------------------------|
| NEW YORK   | 0-10592             | 14-1630287                            |
| State or Other Jurisdiction of Incorporation or Organization | Commission File No. | I.R.S. Employer Identification Number |

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302  
(Address of principal executive offices)

(518) 377-3311  
(Registrant's Telephone Number,  
Including Area Code)

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:

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

---

---

TrustCo Bank Corp NY

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

TrustCo Bank Corp NY held its regular annual shareholder meeting on May 17, 2018. Thomas O. Maggs, Robert J. McCormick and Lisa M. Reutter were elected as directors for three-year terms expiring at TrustCo's 2021 Annual Meeting. The Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers ("Say on Pay"), received the support of 92.6% of the shares voted (66.9% of shares outstanding). The appointment of Crowe Horwath LLP as TrustCo's independent auditors for 2018 was ratified by shareholders. The table below provides the vote count with respect to each director, the Say on Pay resolution and the independent auditor ratification. The total number of shares eligible to vote as of the record date was 96,354,600 shares, and a majority of the outstanding shares was 48,177,301 shares.

|  | For        | Withhold  | For as a<br>percentage of<br>total shares<br>voted | Broker Non-<br>Vote                                |                     |            |  |
|--|------------|-----------|--|--|---------------------|------------|--|
| Thomas O. Maggs  | 67,847,568 | 1,780,834 | 97.4   | %  | 12,747,766          |            |  |
| Robert J. McCormick  | 67,935,979 | 1,692,423 | 97.6   | %  | 12,747,766          |            |  |
| Lisa M. Reutter  | 68,166,761 | 1,461,641 | 97.9   | %  | 12,747,766          |            |  |
|  |            |           |  |  |                     |            |  |
|  |            |           |  |  |                     |            |  |
|  | For        | Against   | Abstain  | For as a<br>percentage of<br>total shares<br>voted | Broker Non-<br>Vote |            |  |
| Approval of a Nonbinding Advisory Resolution<br>on the Compensation of TrustCo's Named<br>Executive Officers | 64,452,509 | 4,391,473 | 784,420  | 92.6   | %                   | 12,747,766 |  |
|  |            |           |  |  |                     |            |  |
|  |            |           |  |  |                     |            |  |
|  | For        | Against   | Abstain  | For as a<br>percentage of<br>total shares<br>voted |                     |            |  |
| Ratification of Crowe Horwath LLP  | 80,625,523 | 1,339,147 | 411,498  | 97.9   | %                   |            |  |

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 thereunto duly authorized.

Dated: May 17, 2018

TrustCo Bank Corp NY  
(Registrant)

By: /s/ Michael M. Ozimek  
Michael M. Ozimek  
Senior Vice President and  
Chief Financial Officer

---