

WESTAMERICA BANCORPORATION

Form 8-K

April 30, 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): April 30, 2018

Westamerica Bancorporation

(Exact name of registrant as specified in its charter)

|                              |             |                        |
|------------------------------|-------------|------------------------|
| California                   | 001-09383   | 94-2156203             |
| (State or other jurisdiction | (Commission | (IRS Employer          |
| of incorporation)            | File No.)   | Identification Number) |

1108 Fifth Avenue

94901

San Rafael, California

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (707) 863-6000**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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**Section 5 – Corporate Governance and Management**

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

Proxies for the Annual Meeting of shareholders held on April 26, 2018, were solicited pursuant regulation 14A of the Securities Exchange Act of 1934. The Report of Inspector of election indicates that 23,862,340 shares of the Common Stock of the Company, out of 26,574,333 shares outstanding on the February 26, 2018 record date, were present, in person or by proxy, at the meeting. The following matters were submitted to a vote of the shareholders:

Proposal 1. Election of Directors

The shareholders elected all of the Board of Directors nominees for a term of one year, as follows:

| <u>Nominee</u>         | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
|------------------------|------------|----------------|----------------|------------------|
| Etta Allen             | 20,134,267 | 748,074        | 41,051         | 2,937,712        |
| Louis E. Bartolini     | 20,053,460 | 830,377        | 39,555         | 2,937,712        |
| E. Joseph Bowler       | 20,639,319 | 206,951        | 77,122         | 2,937,712        |
| Patrick D. Lynch       | 19,989,174 | 844,507        | 89,711         | 2,937,712        |
| Catherine C. MacMillan | 20,104,511 | 730,082        | 88,799         | 2,937,712        |
| Ronald A. Nelson       | 20,108,820 | 727,493        | 87,079         | 2,937,712        |
| David L. Payne         | 20,637,983 | 245,970        | 39,439         | 2,937,712        |
| Edward B. Sylvester    | 20,068,713 | 764,909        | 91,006         | 2,937,712        |

Proposal 2. Approve a Non-Binding Advisory Vote on Executive Compensation

The shareholders approved, on an advisory non-binding basis, the compensation of Westamerica Bancorporation’s named executive officers, by the following vote:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
|------------|----------------|----------------|------------------|
| 20,629,942 | 232,376        | 62,310         | 2,937,712        |

Proposal 3. Ratify Selection of Crowe Horwath, LLP as Company’s Independent Auditors for Fiscal Year 2018

The shareholders ratified the appointment of Crowe Horwath, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018, by the following vote:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Non-Votes</u> |
|------------|----------------|----------------|------------------|
| 23,679,851 | 26,781         | 155,708        | 0-               |

