

TIMBERLAND BANCORP INC
Form 8-K
January 24, 2013

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): January 22, 2013

Timberland Bancorp, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------|---|
| Washington | 0-23333 | 91-1863696 |
| State or other jurisdiction Of incorporation | Commission File Number | (I.R.S. Employer Identification No.) |

| | |
|--|---------------------|
| 624 Simpson Avenue, Hoquiam, Washingto (Address of principal executive offices) | 98550 (Zip Code) |
|--|---------------------|

Registrant's telephone number (including area code) (360) 533-4747

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 5.07 Submission of Matters to a Vote of Security Holders.

Timberland Bancorp, Inc. (“Company”), the holding company for Timberland Bank, held its Annual Meeting of Shareholders on Tuesday, January 22, 2013 in Hoquiam, Washington. The results of the vote for the four items presented at the meeting were as follows:

1. Election of Directors:
Shareholders elected the following nominees to the Board of Directors for a three-year term ending 2016 by the following vote:

| | For | | Against | | Broker Non-Votes | |
|-------------------|-----------------|------------|-----------------|------------|------------------|------------|
| | Number of Votes | Percentage | Number of Votes | Percentage | Number of Votes | Percentage |
| Michael R. Sand | 4,184,411 | 98.34 | 70,550 | 1.66 | 2,790,075 | N/A |
| David A. Smith | 4,200,928 | 98.73 | 54,033 | 1.27 | 2,790,075 | N/A |
| Larry D. Goldberg | 4,162,587 | 97.83 | 92,374 | 2.17 | 2,790,075 | N/A |

The following directors, who were not up for re-election at the Annual Meeting of Shareholders, will continue to serve as directors: Jon C. Parker, James C. Mason, Michael J. Stoney, Andrea M. Clinton and Ronald A. Robbel.

2. Advisory (Non-Binding) Vote on Compensation of Named Executive Officers:
Shareholders approved an advisory (non-binding) vote on the compensation of the Company’s named executive officers as follows:

| | Number of Votes | Percentage |
|------------------|-----------------|------------|
| For | 4,042,694 | 95.01 |
| Against | 155,477 | 3.68 |
| Abstain | 55,790 | 1.31 |
| Broker non-votes | 2,791,075 | N/A |

3. Advisory (Non-Binding) Vote on Advisory Vote on Executive Compensation. Shareholders approved an advisory (non-binding) vote on executive compensation every year, as follows:

| | Number of Votes | Percentage |
|------------------|-----------------|------------|
| One Year | 1,825,042 | 42.89 |
| Two Years | 176,794 | 4.16 |
| Three Years. | 1,772,995 | 41.67 |
| Abstain | 480,130 | 11.28 |
| Broker non-votes | 2,790,075 | N/A |

In light of the voting results with respect to this proposal, the Board of Directors determined to hold a shareholder advisory vote every year to approve the compensation of the Company’s named executive officers, commencing with

its 2014 annual meeting of shareholders, and

continuing thereafter until such time that the Board of Directors determines that a different frequency is in the best interest of the Company and its shareholders.

4. **Ratification of Appointment of Independent Auditor:**
Shareholders ratified the appointment of Delap LLP as the Company's independent auditor for the fiscal year ending September 30, 2013 by the following vote:

| | Number of Votes | Percentage |
|---------|--------------------|------------|
| For | 6,387,458 | 97.87 |
| Against | 28,015 | 0.43 |
| Abstain | 110,972 | 1.70 |

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.

TIMBERLAND BANCORP, INC.

DATE: January 23, 2013

By: /s/ Dean J. Brydon
Dean J. Brydon
Chief Financial Officer