

INDEPENDENT BANK CORP /MI/

Form 8-K

April 23, 2014

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: April 22, 2014

INDEPENDENT BANK CORPORATION

(Exact name of registrant as  
specified in its charter)

Michigan

0-7818

38-2032782

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

230 West Main Street

Ionia, Michigan

48846

(Address of principal executive office) (Zip Code)

Registrant's telephone number,  
including area code:

(616) 527-5820

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 Security Holders

At the Company's Annual Meeting of Shareholders held on April 22, 2014, the matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's proxy statement, filed with the SEC on March 7, 2014. The voting results are as follows:

Proposal 1: Election of Directors

The following individual was elected to serve as director of the Company to hold office until the 2016 Annual Meeting of Shareholders, under the terms of the Company's Bylaws:

| Nominee           | For        | Withheld  | Non-Votes |
|-------------------|------------|-----------|-----------|
| Charles A. Palmer | 12,782,797 | 4,437,208 | 3,735,606 |

The following individuals were elected to serve as directors of the Company to hold office until the 2017 Annual Meeting of Shareholders, under the terms of the Company's Bylaws:

| Nominee               | For        | Withheld  | Non-Votes |
|-----------------------|------------|-----------|-----------|
| Stephen L. Gulis, Jr. | 12,854,434 | 4,365,571 | 3,735,606 |
| Terry L. Haske        | 12,853,653 | 4,366,352 | 3,735,606 |
| William B. Kessel     | 12,675,553 | 4,544,452 | 3,735,606 |

Proposal 2: Ratification of the Appointment of Independent Auditors

The shareholders ratified the appointment of Crowe Horwath LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

| For        | Against | Abstain | Non-Votes |
|------------|---------|---------|-----------|
| 20,507,496 | 431,181 | 16,934  | --        |

Proposal 3: Advisory (Non-Binding) Vote on Executive Compensation

The shareholders approved a proposed resolution approving the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC.

| For        | Against | Abstain | Non-Votes |
|------------|---------|---------|-----------|
| 16,951,025 | 186,984 | 81,996  | 3,735,606 |

Proposal 4: Advisory (Non-Binding) Vote on the Frequency of Advisory Vote on Executive Compensation

The shareholders voted on their preference as to whether the shareholder advisory vote on the compensation of the Company's named executive officers take place every 1 year, 2 years, or 3 years.

| 1 year     | 2 Years | 3 Years | Abstain |
|------------|---------|---------|---------|
| 16,199,742 | 381,933 | 568,428 | 69,902  |

In light of the recommendation of the Board of Directors that the shareholder advisory vote on the compensation of the Company's named executive officers take place every year and the fact that this choice was the preference of more than 94% of the votes cast on this proposal, the Company will hold the shareholder advisory vote on the compensation of the Company's named executive officers every year until at least the next required vote on the frequency of shareholder votes on the compensation of executives.



SIGNATURE

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.

INDEPENDENT BANK CORPORATION  
(Registrant)

Date: April 23, 2014 /s/ Robert N. Shuster

By: Robert N. Shuster

Its: Executive Vice President and Chief Financial Officer

---