

TRUSTCO BANK CORP N Y  
Form 8-K  
May 27, 2014

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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 23, 2014

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))

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TrustCo Bank Corp NY

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

The Company held its regular annual shareholder meeting on May 22, 2014. Anthony J. Marinello, M.D., Ph.D., and William D. Powers were elected as directors for three-year terms expiring at TrustCo's 2017 Annual Meeting. 1. Shareholders approved the Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers. The appointment of Crowe Horwath LLP as TrustCo's independent auditors for 2014 was ratified by shareholders. The table below provides the vote count for each director and for the independent auditor ratification.

	For	Withhold		For as a percentage of total shares voted	Broker Non-Vote
Anthony J. Marinello, M.D., Ph.D.	70,355,407	4,061,728		94.5	% 11,104,456
William D. Powers	52,035,742	22,381,393		69.9	% 11,104,456
	For	Against	Abstain	For as a percentage of total shares voted	Broker Non-Vote
Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers	68,800,233	4,231,879	1,385,015	92.5	% 11,104,456
	For	Against	Abstain	For as a percentage of total shares voted	Broker Non-Vote
Ratification of Crowe Horwath LLP	82,921,815	2,024,938	574,838	97.0	%

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 23, 2014

TrustCo Bank Corp NY  
(Registrant)

By: /s/ Robert T. Cushing  
Robert T. Cushing  
Executive Vice President and  
Chief Financial Officer

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