

BERKSHIRE HILLS BANCORP INC

Form 8-K

May 11, 2012

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 10, 2012

BERKSHIRE HILLS BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 0-51584 04-3510455
(State or Other Jurisdiction) (Commission File No.) (I.R.S. Employer
of Incorporation) Identification No.)

24 North Street, Pittsfield, Massachusetts 01201
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (413) 443-5601

Not Applicable

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(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 (*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

On May 10, 2012, the 2012 Annual Meeting of Stockholders of Berkshire Hills Bancorp, Inc. (the “Company”) was held at The Crowne Plaza Hotel, One West Street, Pittsfield, Massachusetts 01201 at 10:00 a.m., local time (the “2012 Annual Meeting”). The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies, and the proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 30, 2012. The final results of the shareholder votes are as follows:

Proposal 1 – Election of Directors

The shareholders elected each director nominated to serve for a term of three years.

| | For | Withheld | Broker Non-Votes |
|----------------------|------------|----------|---------------------|
| Lawrence A. Bossidy | 16,179,392 | 732,418 | 2,075,946 |
| Robert M. Curley | 16,194,086 | 717,724 | 2,075,946 |
| Barton D. Raser | 16,530,112 | 381,698 | 2,075,946 |
| D. Jeffrey Templeton | 16,538,545 | 372,265 | 2,075,946 |

Proposal 2 – An advisory, non-binding resolution to approve the Company’s executive compensation as described in the Proxy Statement

The shareholders approved the proposal regarding the compensation of the named executive officers as disclosed in the proxy statement as follows:

| | |
|------------------|------------|
| For | 14,932,291 |
| Against | 774,909 |
| Abstain | 1,204 |
| Broker non-votes | 2,078,949 |

Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders approved the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012.

For 18,714,807

Against 198,217

Abstain 74,732

Item 8.01 Other Events

The Company made a presentation at its 2012 Annual Meeting of Stockholders. A copy of the presentation as presented at the 2012 Annual Meeting of Stockholders is attached as Exhibit 99.1 to this report and is being furnished to the SEC and shall not be deemed "filed" for any purpose.

The Company issued a news release in conjunction with its 2012 Annual Meeting of Stockholders. A copy of the news release is attached as Exhibit 99.2 to this report

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired. Not applicable.

(b) Pro Forma Financial Information. Not applicable.

(c) Shell Company Transactions. Not applicable.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Slide presentation made at the Company's 2012 Annual Meeting of Stockholders on May 10, 2012. |
| 99.2 | News Release issued in conjunction with the Company's 2012 Annual Meeting of Stockholders on May 11, 2012. |

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.

BERKSHIRE HILLS BANCORP, INC.

Date: May 11, 2012 By: /s/ Kevin P. Riley
Kevin P. Riley
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

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- 99.2 News Release issued in conjunction with the Company's 2012 Annual Meeting of Stockholders on May 10, 2012.