

Territorial Bancorp Inc.  
Form 8-K  
May 25, 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 23, 2012**

**TERRITORIAL BANCORP INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-34403**  
**(Commission**  
  
**File No.)**

**26-4674701**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**1132 Bishop Street, Suite 2200, Honolulu, Hawaii**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (808) 946-1400**

**96813**  
(Zip 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 (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 Securities Holders**

The Company's Annual Meeting of Stockholders was held on May 23, 2012. The matters considered and voted on by the Company's stockholders at the Annual Meeting were as follows:

**Proposal 1: The election of two directors each to serve for a three-year term.**

Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
Allan Kitagawa	8,667,379	144,092	1,503,774
Richard Murakami	8,589,559	221,912	1,530,774

**Proposal 2: The ratification of appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2012.**

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
10,226,744	71,194	44,307	0

**Proposal 3: The approval of an advisory (non-binding) resolution to approve the Company's executive compensation as described in the proxy statement.**

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
5,993,420	2,220,560	617,490	1,530,775

**Proposal 4: The approval of the Territorial Bancorp Inc. 2012 Annual Incentive Plan.**

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
7,231,610	940,573	639,287	1,530,775

**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.

**Territorial Bancorp Inc.**

DATE: May 25, 2012

By: /s/ Vernon Hirata  
Vernon Hirata  
Vice Chairman, Co-Chief Operating Officer and Secretary