

INTERMOUNTAIN COMMUNITY BANCORP

Form 8-K

April 30, 2013

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 (Date of earliest event reported):

April 24, 2013

INTERMOUNTAIN COMMUNITY BANCORP

(Exact name of registrant as specified in its charter)

Idaho

(State or other jurisdiction of incorporation)

000-50667

(Commission File Number)

82-0499463

IRS Employer Identification No.

414 Church Street

Sandpoint, Idaho 83864

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (208) 263-0505

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 of (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act of (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year End

At the Annual Meeting held on April 24, 2013, the shareholders of Intermountain Community Bancorp (the “Company”) approved an amendment to the Company’s articles of incorporation to declassify the board of directors and require that each director stand for election annually. A copy of the amendment to the articles of incorporation, as filed with the Idaho Secretary of State on April 25, 2013, is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

As noted above, the Company’s Annual Meeting was held on April 24, 2013. There were 2,603,674 shares outstanding and entitled to vote at the Annual Meeting; of those shares, 2,369,448 were present in person or by proxy. The following matters were voted upon at the Annual Meeting:

- Proposal No. 1, the election of four members to the Board of Directors for a three-year term; however, because
1. Proposal No. 2 was approved by shareholders, each of the four members elected, along with all other directors, will stand for election at the 2014 annual meeting and annually thereafter;
  2. Proposal No. 2, an amendment to the articles of incorporation to declassify the board of directors and require that each director stand for election annually;
  3. Proposal No. 3, approval of an advisory (non-binding) vote on executive compensation; and
  4. Proposal No. 4, ratification of the appointment of BDO USA, LLP to serve as the Company’s independent registered public accounting firm for the fiscal year 2013.

The following is a summary of the voting results for the matters voted upon by the shareholders.

Proposal No. 1 – Election of Directors

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| Director's Name   | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|-----------|----------------|------------------|
| James T. Diehl    | 2,002,182 | 18,499         | 348,767          |
| Russell J. Kubiak | 2,002,159 | 18,522         | 348,767          |
| John B. Parker    | 2,003,355 | 17,326         | 348,767          |
| Jim Patrick       | 2,001,368 | 19,313         | 348,767          |

Proposal No. 2 – Amendment to Articles of Incorporation to declassify the board of directors and require that each director stand for elections annually.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,003,242 | 10,428        | 7,011       | 348,767          |

Proposal No. 3 – Approve advisory (non-binding) vote to approve executive compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,977,296 | 26,029        | 17,356      | 348,767          |

Proposal No. 4 – Ratify appointment of BDO USA, LLP as the independent registered public accounting firm for fiscal year 2013

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,354,911 | 6,458         | 8,079       | 0                |

Item 9.01. Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

| Exhibit No. | Description                                                                                                                |
|-------------|----------------------------------------------------------------------------------------------------------------------------|
| 3.1         | Amendment to Amended and Restated Articles of Incorporation, as filed with the Idaho Secretary of State on April 25, 2013. |

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.

Dated: April 30, 2013

INTERMOUNTAIN COMMUNITY BANCORP

By: /s/ Curt Hecker  
Curt Hecker  
President and Chief Executive Officer

EXHIBIT INDEX

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