

1ST SOURCE CORP  
Form 8-K  
April 22, 2016

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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): April 21, 2016

1st Source Corporation  
(Exact name of registrant as specified in its charter)

Indiana 0-6233 35-1068133  
(State or other jurisdiction of incorporation) (Commission File No.) (I.R.S. Employer Identification No.)

100 North Michigan Street, South Bend, Indiana 46601  
(Address of principal executive offices) (Zip Code)

574-235-2000  
(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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders

The following actions were taken by the shareholders of 1st Source at the annual shareholders' meeting held April 21, 2016:

1.Election of Directors

The directors named below were elected to the Board of Directors, as follows:

Terms Expiring in April, 2019:

| Nominee                  | Votes For  | Votes Withheld | Broker Non-Vote |
|--------------------------|------------|----------------|-----------------|
| Daniel B. Fitzpatrick    | 21,284,430 | 1,265,469      | 2,259,223       |
| Najeeb A. Khan           | 22,298,578 | 251,321        | 2,259,223       |
| Christopher J. Murphy IV | 21,989,966 | 559,933        | 2,259,223       |

In addition, the following directors continued in office after the 2016 annual meeting:

Terms Expiring in April, 2017: Terms Expiring in April, 2018:

|                           |                   |
|---------------------------|-------------------|
| Vinod M. Khilnani         | Allison N. Egidi  |
| Rex Martin                | Craig A. Kapson   |
| Christopher J. Murphy III | John T. Phair     |
| Timothy K. Ozark          | Mark D. Schwabero |

2.Approval of Amended 1982 Executive Incentive Plan

On February 26, 2016, the Board of Directors, acting through the Executive Compensation and Human Resources Committee, approved amendments to the 1982 Executive Incentive Plan. The amendments become effective upon shareholder approval.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 20,518,988 | 1,988,001     | 42,907        | 2,259,226       |

3.Approval of Amended Strategic Deployment Incentive Plan (formerly the 1998 Performance Compensation Plan)

On February 26, 2016, the Board of Directors, acting through the Executive Compensation and Human Resources Committee, approved amendments to the Strategic Deployment Incentive Plan. The amendments become effective upon shareholder approval.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 22,208,218 | 262,337       | 79,340        | 2,259,227       |

4.Ratification of the appointment of BKD LLP as 1st Source Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2016

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The Audit Committee has appointed BKD LLP as the independent registered public accounting firm for 1st Source for the fiscal year ending December 31, 2016.

| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote |
|------------|---------------|---------------|-----------------|
| 24,661,017 | 96,862        | 51,243        | —               |

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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 hereunto duly authorized.

1st SOURCE CORPORATION  
(Registrant)

Date: April 22, 2016 /s/ ANDREA G. SHORT  
Andrea G. Short  
Treasurer and Chief Financial Officer  
Principal Accounting Officer