

Territorial Bancorp Inc.  
Form 8-K  
May 29, 2015

**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 28, 2015**

**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.)

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

**96813**  
(Zip Code)

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

**Not Applicable**

## Edgar Filing: Territorial Bancorp Inc. - Form 8-K

(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))
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**Item 5.07 Submission of Matters to a Vote of Securities Holders**

The Company's Annual Meeting of Stockholders was held on May 28, 2015. 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 S. Kitagawa   | 7,314,501        | 336,858         | 1,386,930        |
| Richard I. Murakami | 7,185,433        | 465,926         | 1,386,930        |

**Proposal 2: The ratification of appointment of Moss Adams LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2015.**

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 8,837,008        | 103,591              | 97,690      | 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 |
|------------------|----------------------|-------------|------------------|
| 6,650,005        | 859,426              | 141,828     | 1,386,930        |

**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 29, 2015

By:

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