

First Internet Bancorp
Form 8-K
May 19, 2016

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): May 16, 2016
First Internet Bancorp
(Exact Name of
Registrant as Specified
in Its Charter)

Indiana
(State or Other
Jurisdiction of
Incorporation)

001-357520-3489991
(Commission
File Number) (IRS
Employer
Identification
No.)

11201
USA
Parkway 46037
Fishers,
Indiana
(Address
of
Principal (Zip Code)
Executive
Offices)

(317) 532-7900
(Registrant's
Telephone Number,
Including Area Code)

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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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of shareholders on May 16, 2016. Shareholders took the following actions: elected seven (7) directors for one-year terms ending at the 2017 annual meeting of shareholders (Proposal 1); approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement (Proposal 2); and ratified the Audit Committee's appointment of BKD, LLP as the Company's independent registered public accounting firm for 2016 (Proposal 3).

The vote tabulation for each proposal follows:

Proposal 1 – Election of Directors

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------------|-----------|----------|------------------|
| David B. Becker | 2,214,009 | 71,817 | 1,554,896 |
| John K. Keach, Jr. | 2,247,967 | 37,859 | 1,554,896 |
| David R. Lovejoy | 2,211,138 | 74,688 | 1,554,896 |
| Ann D. Murtlow | 2,248,074 | 37,752 | 1,554,896 |
| Ralph R. Whitney, Jr. | 2,211,712 | 74,114 | 1,554,896 |
| Jerry Williams | 2,213,224 | 72,602 | 1,554,896 |
| Jean L. Wojtowicz | 2,212,497 | 73,329 | 1,554,896 |

Proposal 2 – Advisory Vote to Approve Executive Compensation

| For | Against | Abstained | Broker Non-Votes |
|-----------|---------|-----------|------------------|
| 2,151,792 | 95,328 | 38,706 | 1,554,896 |

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

| For | Against | Abstained |
|-----------|---------|-----------|
| 3,780,446 | 39,755 | 20,521 |

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.

Date: May 19, 2016

FIRST
INTERNET
BANCORP

By: /s/ Kenneth J.
Lovik
Kenneth J.
Lovik, Senior
Vice President
& Chief
Financial
Officer