

INDEPENDENT BANK CORP  
Form 8-K  
May 28, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15 (d) of  
The Securities and Exchange Act of 1934

DATE OF REPORT:  
May 21, 2015  
(Date of Earliest Event Reported)

MASSACHUSETTS  
(State or Other Jurisdiction of Incorporation)

|                          |   |
|--------------------------|---|
| 1-9047                   | 04-2870273                              |
| (Commission File Number) | (I.R.S. Employer identification<br>No.) |

INDEPENDENT BANK CORP.  
Office Address: 2036 Washington Street, Hanover, Massachusetts 02339  
Mailing Address: 288 Union Street, Rockland, Massachusetts 02370  
(Address of Principal Executive Officers) (Zip Code)

NOT APPLICABLE  
(Former Address of Principal Executive Offices)  
  
(Zip Code)

781-878-6100  
(Registrant's Telephone Number, Including Area Code)

---

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 SECURITY HOLDERS

Shareholders voted upon the proposals set forth below at the Company's 2015 Annual Shareholders Meeting held on May 21, 2015. Voting results are, when applicable, reported by rounding fractional share voting up or down to the nearest round number.

(1) Proposal to reelect Donna L. Abelli, Kevin J. Jones and John J. Morrissey to serve as Class I Directors. All nominees were reelected. The results of voting on this proposal were as follows:

|                   | For        | Withheld  | Broker Non-Votes |
|-------------------|------------|-----------|------------------|
| Donna L. Abelli   | 20,768,567 | 741,549   | 2,377,568        |
| Kevin J. Jones    | 20,740,331 | 769,785   | 2,377,568        |
| John J. Morrissey | 20,079,361 | 1,430,755 | 2,377,568        |

(2) Proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015. The proposal was approved. The results of voting on this proposal were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,516,454 | 54,226  | 317,004 | --               |

(3) Proposal to approve amendments to the Company's Articles of Organization and By-Laws to implement a majority voting standard for Directors in uncontested elections. The proposal was approved. The results of voting on this proposal were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 21,094,062 | 91,033  | 325,021 | 2,377,568        |

The Company filed an amendment to the Company's Articles of Organization to implement a majority voting standard for Directors in uncontested elections with the Secretary of State of the Commonwealth of Massachusetts following shareholder approval of the proposal.

(4) Proposal to approve, on an advisory basis, the compensation of our named executive officers. The proposal was approved. The results of voting on this proposal were as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 19,921,144 | 1,198,846 | 390,127 | 2,377,568        |

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned and hereunto duly authorized.

INDEPENDENT BANK CORP.

Date: May 28, 2015            By: /s/Edward H. Seksay  
EDWARD H. SEKSAY  
GENERAL COUNSEL