

BERKSHIRE HILLS BANCORP INC
Form 8-K
May 06, 2011

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 5, 2011

BERKSHIRE HILLS BANCORP, INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|-------------------------------------------------------------------|----------------------------------|-------------------------------------------------------|
| Delaware (State or Other Jurisdiction) of Incorporation) | 0-51584 (Commission File No.) | 04-3510455 (I.R.S. Employer Identification No.) |
|-------------------------------------------------------------------|----------------------------------|-------------------------------------------------------|

| | |
|----------------------------------------------------------------------------------------------|---------------------|
| 24 North Street, Pittsfield, Massachusetts (Address of Principal Executive Offices) | 01201 (Zip Code) |
|----------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (413) 443-5601

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 (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

The 2011 Annual Meeting of Stockholders was held on May 5, 2011 (the “Annual Meeting”). The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies, and the proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 24, 2011. The final results of the shareholder votes are as follows:

Proposal 1 – Election of Directors

The shareholders elected each director nominated to serve for a term of three years.

| | For | Withheld | Broker Non-Votes |
|----------------------|-----------|-----------|------------------|
| Michael P. Daly | 9,714,318 | 1,183,809 | 1,025,475 |
| Susan M. Hill | 9,900,560 | 997,567 | 1,025,475 |
| Cornelius D. Mahoney | 9,706,301 | 1,191,826 | 1,025,475 |
| Catherine B. Miller | 9,684,442 | 1,213,685 | 1,025,475 |

Proposal 2 – An advisory, non-binding resolution to approve the Company’s executive compensation as described in the Proxy Statement

The shareholders approved the proposal regarding the compensation of the named executive officers as disclosed in the proxy statement as follows:

| | |
|------------------|------------|
| For | 10,546,790 |
| Against | 311,061 |
| Abstain | 40,274 |
| Broker non-votes | 1,025,475 |

Proposal 3 – An advisory, non-binding resolution to give advice with respect to the frequency that stockholders will vote on the Company’s executive compensation

Voting as to the frequency of the advisory vote on the compensation of the named executive officers was as follows:

| | |
|-------------------------------|-----------|
| Total in favor of one year | 9,637,317 |
| Total in favor of two years | 33,051 |
| Total in favor of three years | 1,113,860 |
| Abstain | 98,087 |
| Broker non-votes | 1,025,475 |

Proposal 4 – Approval of the Berkshire Hills Bancorp, Inc. 2011 Equity Incentive Plan

The shareholders approved the Berkshire Hills Bancorp, Inc. 2011 Equity Incentive Plan as follows:

| | |
|---------|------------|
| For | 10,268,165 |
| Against | 587,030 |

| | |
|------------------|-----------|
| Abstain | 42,930 |
| Broker non-votes | 1,025,475 |

Proposal 5 – Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders approved the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011.

| | |
|---------|------------|
| For | 11,837,999 |
| Against | 71,476 |
| Abstain | 14,125 |

Item 8.01 Other Events

Berkshire Hills Bancorp, Inc. issued a press release in conjunction with its Annual Meeting of Stockholders. A copy of the press release is attached as Exhibit 99.1 to this report

Item 9.01. Financial Statements and Exhibits

- (a) Financial Statements of Business Acquired. Not Applicable.
- (b) Pro Forma Financial Information. Not Applicable.
- (c) Shell Company Transactions. Not Applicable.
- (d) Exhibits.

Exhibit No. Description

99.1 Press Release issued in conjunction with the Company's 2011 Annual Meeting of Stockholders.

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.

Berkshire Hills Bancorp, Inc.

DATE: May 6, 2011

By: /s/ Kevin P. Riley
Kevin P. Riley
Executive Vice President and
Chief Financial Officer
