

CHEMICAL FINANCIAL CORP  
Form 8-K  
April 17, 2013

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 15, 2013  
Chemical Financial Corporation  
(Exact Name of Registrant as  
Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Michigan  | 000-08185                   | 38-2022454                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

235 E. Main Street  
Midland, Michigan  
(Address of Principal Executive Offices)  
Registrant's telephone number, including area code: (989) 839-5350

48640  
(Zip 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.

Chemical Financial Corporation (the "Corporation") held its annual meeting of shareholders on Monday, April 15, 2013. At that meeting, the shareholders voted on three proposals and cast their votes as described below.

## Proposal 1

All of the directors of the Corporation are elected annually. All nominees for director were elected by the following votes:

| Election of Directors | Votes Cast |          |                  |
|-----------------------|------------|----------|------------------|
|                       | For        | Withheld | Broker Non-Votes |
| Gary E. Anderson      | 18,377,249 | 357,007  | 3,818,812        |
| J. Daniel Bernson     | 18,396,829 | 337,428  | 3,818,812        |
| Nancy Bowman          | 18,324,958 | 409,299  | 3,818,812        |
| James R. Fitterling   | 18,380,450 | 353,807  | 3,818,812        |
| Thomas T. Huff        | 18,286,549 | 447,708  | 3,818,812        |
| Michael T. Laethem    | 18,504,951 | 229,306  | 3,818,812        |
| James B. Meyer        | 18,487,934 | 246,322  | 3,818,812        |
| Terence F. Moore      | 18,271,890 | 462,367  | 3,818,812        |
| David B. Ramaker      | 18,167,738 | 566,519  | 3,818,812        |
| Grace O. Shearer      | 18,308,141 | 426,116  | 3,818,812        |
| Larry D. Stauffer     | 18,534,787 | 199,470  | 3,818,812        |
| Franklin C. Wheatlake | 18,404,564 | 329,693  | 3,818,812        |

## Proposal 2

Proposal 2 was a proposal to ratify the appointment of KPMG LLP as independent registered public accounting firm for the year ending December 31, 2013, as described in the proxy statement. This proposal was approved.

## Votes Cast

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,358,615 | 97,680  | 96,773  | —                |

## Proposal 3

Proposal 3 was a non-binding advisory proposal to approve the Corporation's executive compensation, as described in the proxy statement. This proposal was approved.

## Votes Cast

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 17,575,135 | 859,801 | 299,320 | 3,818,812        |

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.

Dated: April 17, 2013

CHEMICAL FINANCIAL CORPORATION  
(Registrant)

/s/ Lori A. Gwizdala  
Lori A. Gwizdala  
Executive Vice President, Chief Financial  
Officer and Treasurer