

UMB FINANCIAL CORP  
Form 8-K  
May 01, 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): 4/28/2015**

**UMB FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Commission File Number : 0-4887**

**MO**  
**(State or other jurisdiction**  
**of incorporation)**

**43-0903811**  
**(IRS Employer**  
**Identification No.)**

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**1010 Grand Blvd., Kansas City, MO 64106**

**(Address of principal executive offices, including zip code)**

**(816) 860-7000**

**(Registrant's telephone number, including area code)**

**(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:

- .. 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 13c-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 annual meeting of shareholders of UMB Financial Corporation (the Company) was held on April 28, 2015. As of the record date, there were a total of 45,754,629 shares outstanding and entitled to vote at the annual meeting. At the annual meeting, 41,943,685 shares were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Board of Directors to a vote of the shareholders:

1. Election of 13 directors to hold office until the 2016 annual meeting of shareholders. The nominees for the directorships received the following votes:

| Director            | For        | Withhold  | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Warner L. Baxter    | 38,189,420 | 350,260   | 3,404,005        |
| Robin C. Beery      | 38,187,274 | 352,406   | 3,404,005        |
| Nancy K. Buese      | 38,221,064 | 318,616   | 3,404,005        |
| Peter J. deSilva    | 38,085,546 | 454,134   | 3,404,005        |
| Terrence P. Dunn    | 37,674,608 | 865,072   | 3,404,005        |
| Kevin C. Gallagher  | 38,188,277 | 351,403   | 3,404,005        |
| Greg M. Graves      | 38,132,457 | 407,223   | 3,404,005        |
| Alexander C. Kemper | 37,826,627 | 713,053   | 3,404,005        |
| J Mariner Kemper    | 37,449,034 | 1,090,646 | 3,404,005        |
| Kris A. Robbins     | 38,111,518 | 428,162   | 3,404,005        |
| L. Joshua Sosland   | 38,089,238 | 450,442   | 3,404,005        |
| Paul Uhlmann III    | 38,090,028 | 449,652   | 3,404,005        |
| Thomas J. Wood III  | 38,014,081 | 525,599   | 3,404,005        |

Based on the votes set forth above, each of the nominees was elected to serve as a director until the Annual Meeting in 2016.

2. Ratification of the Corporate Audit Committee's engagement KPMG LLP to serve as the Company's independent registered public accounting firm for 2015. The proposal received the following votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 41,646,381 | 52,449  | 244,855 | 0                |

3. Shareholder proposal for the adoption of a policy requiring an Independent Chair of the Company's Board of Directors. The proposal received the following votes:

| For       | Against    | Abstain | Broker Non Votes |
|-----------|------------|---------|------------------|
| 9,469,580 | 28,751,907 | 318,193 | 3,404,005        |

**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.

**UMB FINANCIAL CORPORATION**

By:           /s/ Brian J. Walker  
                  Brian J. Walker

EVP, Chief Financial Officer and

Chief Accounting Officer

Date: May 1, 2015