

BANK OF HAWAII CORP
Form 8-K
April 29, 2019

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 26, 2019

BANK OF HAWAII CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 1-6887 99-0148992
(State of Incorporation) (Commission (IRS Employer
File Number) Identification No.)

130 Merchant Street, Honolulu, Hawaii 96813
(Address of principal executive offices) (Zip Code)

(808) 694-8822
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On April 26, 2019, Bank of Hawaii Corporation (the “Company”) held its annual shareholders meeting. At the meeting, the following matters were submitted to a vote of the shareholders:

1. Election of Directors:

| Nominee | Votes Cast For | Votes Against | Abstentions | Non-Votes |
|----------------------|----------------|---------------|-------------|-----------|
| S. Haunani Apoliona | 29,393,968 | 556,653 | 521,283 | 6,530,166 |
| Mary G. F. Bitterman | 25,555,595 | 4,398,893 | 517,416 | 6,530,166 |
| Mark A. Burak | 29,533,001 | 385,437 | 553,466 | 6,530,166 |
| John C. Erickson | 29,579,543 | 297,626 | 594,735 | 6,530,166 |
| Joshua D. Feldman | 29,657,922 | 245,791 | 568,191 | 6,530,166 |
| Peter S. Ho | 29,237,133 | 716,755 | 518,016 | 6,530,166 |
| Robert Huret | 29,418,900 | 504,881 | 548,123 | 6,530,166 |
| Kent T. Lucien | 29,524,920 | 410,396 | 536,588 | 6,530,166 |
| Alicia E. Moy | 29,581,295 | 345,401 | 545,208 | 6,530,166 |
| Victor K. Nichols | 29,561,638 | 327,768 | 582,498 | 6,530,166 |
| Barbara J. Tanabe | 29,394,824 | 575,949 | 501,131 | 6,530,166 |
| Raymond P. Vara, Jr. | 29,554,758 | 366,526 | 550,620 | 6,530,166 |
| Robert W. Wo | 29,364,998 | 583,252 | 523,654 | 6,530,166 |

2. Advisory vote on the Company’s executive compensation:

| Votes Cast For | Votes Against | Abstentions | Non-Votes |
|----------------|---------------|-------------|-----------|
| 28,811,362 | 1,035,533 | 625,009 | 6,530,166 |

3. Ratification of the re-appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019:

| Votes Cast For | Votes Against | Abstentions | Non-Votes |
|----------------|---------------|-------------|-----------|
| 35,926,683 | 532,802 | 542,585 | — |

SIGNATURE

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: April 29, 2019 Bank of Hawaii Corporation

By: /s/ Mark A. Rossi
Mark A. Rossi
Vice Chairman and Corporate Secretary