

PROVIDENT FINANCIAL HOLDINGS INC

Form 8-K

November 29, 2017

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): November 28, 2017

PROVIDENT FINANCIAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware                      000-28304    33-0704889  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

3756 Central Avenue, Riverside, California 92506  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (951) 686-6060

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 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.

(a) The Corporation held its Annual Meeting of Shareholders on Tuesday, November 28, 2017 in Riverside, California.

(b) There were present at the meeting in person or by proxy the holders of 6,943,303 shares of the Corporation's common stock, representing 91.24 percent of the total votes eligible to be cast, constituting a majority and a quorum of the outstanding shares entitled to vote. The results of the vote for the four items presented at the meeting were as follows:

1. Election of Directors:

Shareholders elected the following nominees to the Board of Directors for a three-year term ending 2020 by the following vote:

Nominee	For		Withheld		Broker Non-Vote	
	Number	Percentage	Number	Percentage	Number	Percentage
Craig G. Blunden	5,883,035	97.49	151,552	2.51	908,716	N/A
Roy H. Taylor	5,746,401	95.22	288,186	4.78	908,716	N/A

The following directors, who were not up for re-election at the Annual Meeting of Shareholders, will continue to serve as directors: Joseph P. Barr, Bruce W. Bennett, Judy A. Carpenter, Debbi H. Guthrie and William E. Thomas.

2. Advisory Vote on Executive Compensation:

Shareholders approved the advisory vote on executive compensation by the following vote:

	Number	Percentage
For	5,890,665	97.61
Against	69,315	1.15
Abstain	74,607	1.24
Broker Non-Vote	908,716	N/A

3. Advisory Vote on Frequency of Executive Compensation:

Shareholders approved the advisory vote on the frequency of executive compensation by the following vote:

	Number	Percentage
Every Year	4,444,413	73.64
Every Two Years	217,135	3.60
Every Three Years	1,317,112	21.83
Abstain	55,927	0.93
Broker Non-Vote	908,716	N/A

4. Ratification of Appointment of Independent Auditor:

Shareholders ratified the appointment of Deloitte & Touche LLP as the Corporation's independent auditor for the fiscal year ending June 30, 2018 by the following vote:

	Number of Votes	Percentage
For	6,888,836	99.21
Against	44,363	0.64
Abstain	10,104	0.15

(c) None.

In light of the voting results on Proposal 3 indicated above, the Corporation's Board of Directors decided that the Corporation will continue to hold an annual advisory vote on the compensation of named executive officers. The (d) Corporation will continue to hold annual advisory votes until the Corporation's Board of Directors decides to hold the next shareholder advisory vote on the frequency of advisory votes, which must occur at least once every six years.

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.

Date: November 29, 2017 PROVIDENT FINANCIAL HOLDINGS, INC.

/s/ Donavon P. Ternes  
Donavon P. Ternes  
President, Chief Operating Officer and  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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