

ORIENTAL FINANCIAL GROUP INC  
Form 8-K  
May 01, 2012

**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 25, 2012

**ORIENTAL FINANCIAL GROUP INC.**

(Exact Name of Registrant as Specified in its Charter)

Commonwealth of Puerto Rico  
(State or other Jurisdiction

of Incorporation)

001-12647  
(Commission

File No.)

66-0538893  
(I.R.S. Employer

Identification No.)

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**Oriental Center**

**Professional Offices Park**

**997 San Roberto Street, 10<sup>th</sup> Floor**

**San Juan, Puerto Rico**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (787) 771-6800**

**00926**  
(Zip 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 (*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**

At the annual meeting of shareholders of Oriental Financial Group Inc. (the Company), held on April 25, 2012 (the Annual Meeting), the proposals listed below were submitted to a vote of shareholders as set forth in the Company's definitive proxy statement (the Proxy Statement) for the Annual Meeting.

*Proposal 1 Election of Directors*

The two nominees named in the Proxy Statement, Julian S. Inclan and Pedro Morazzani, were elected as directors to serve for a three-year term. The voting results with respect to each nominee were as follows:

| Directors        | For        | Withheld |
|------------------|------------|----------|
| Julian S. Inclan | 33,987,791 | 158,605  |
| Pedro Morazzani  | 34,001,545 | 144,851  |

*Proposal 2 Advisory Vote on Executive Compensation*

The compensation of the Company's named executive officers, as described in the Proxy Statement, was approved on an advisory basis. The voting results were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 33,918,256 | 172,566 | 55,574  | 4,850,976        |

*Proposal 3 Ratification of Selection of Independent Registered Public Accounting Firm*

The proposal to ratify the selection of KPMG LLP as the Company's independent registered public accountants for the year ending December 31, 2012 was approved. The voting results were as follows (there were no broker non-votes):

| For        | Against | Abstain |
|------------|---------|---------|
| 38,968,769 | 25,703  | 2,900   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

Date: May 1, 2012

By: /s/ Carlos O. Souffront  
Carlos O. Souffront  
General Counsel and  
Secretary of the Board of Directors