

OFG BANCORP  
Form 8-K  
May 02, 2016

**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 27, 2016

**OFG BANCORP**

**(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.)**

**Oriental Center, 15th Floor**

**254 Munoz Rivera Avenue**

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

**00918**  
**(Zip Code)**

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

**(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 OFG Bancorp (the Company) held on April 27, 2016 (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, José R. Fernández and Néstor De Jesús, were elected as directors to serve for a three-year term. The voting results with respect to each nominee were as follows:

<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
José R. Fernández	36,244,546	500,748	4,735,721
Néstor De Jesús	36,357,633	387,661	4,735,721

*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:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
36,115,861	548,580	80,853	4,735,721
98.28%	1.49%	0.22%	

*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, 2016 was approved. The voting results were as follows (there were no broker non-votes):

<b>For</b>	<b>Against</b>	<b>Abstain</b>
41,175,328	300,151	5,536
99.26%	0.72%	0.01%

**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.

**OFG BANCORP**

Date: May 2, 2016

By: /s/ Carlos O. Souffront  
Carlos O. Souffront

General Counsel and

Secretary of the Board of Directors