

UMPQUA HOLDINGS CORP
Form 8-K
April 26, 2010

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 and Exchange Act of 1934

Date of Report: April 20, 2010
(Date of earliest event reported)

Umpqua Holdings Corporation
(Exact Name of Registrant as Specified in Its Charter)

OREGON
(State or Other Jurisdiction of
Incorporation or Organization)

000-25597
(Commission File Number)

93-1261319
(I.R.S. Employer Identification
Number)

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One SW Columbia Street, Suite 1200
Portland, Oregon 97258
(address of Principal Executive Offices) (Zip Code)

(503) 727-4100

(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:

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

(a) On April 20, 2010, Umpqua Holdings Corporation held its annual meeting of shareholders.

(b) The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

| DIRECTOR | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------------------|------------------|--------------------------|--------------------|-----------------------------|
| Raymond P. Davis | 75,208,246 | 6,964,259 | 303,726 | 14,253,757 |
| Allyn C. Ford | 80,863,398 | 1,258,219 | 331,053 | 14,277,318 |
| Peggy Y. Fowler | 81,353,689 | 783,293 | 334,149 | 14,258,857 |
| David B. Frohnmayer | 81,419,736 | 746,787 | 304,608 | 14,258,857 |
| Stephen M. Gambee | 81,443,976 | 671,116 | 356,038 | 14,258,858 |
| Jose R. Hermocillo | 81,257,634 | 792,092 | 421,405 | 14,258,857 |
| William A. Lansing | 81,307,330 | 807,074 | 356,725 | 14,258,859 |
| Luis F. Machuca | 81,477,976 | 584,962 | 408,192 | 14,258,858 |
| Diane D. Miller | 81,250,845 | 832,368 | 387,917 | 14,258,858 |
| Hilliard C. Terry, III | 81,543,536 | 580,559 | 347,036 | 14,258,857 |
| Bryan L. Timm | 81,309,569 | 776,962 | 384,598 | 14,258,859 |
| Frank R.J. Whittaker | 81,343,030 | 782,580 | 345,521 | 14,258,857 |

At the annual meeting, shareholders approved each of the following matters (with the votes on each matter as set forth below):

| MATTER | VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--|------------------|--------------------------|--------------------|-----------------------------|
| Amendment to Articles of Incorporation to increase the number of authorized shares | 60,473,527 | 8,791,991 | 602,711 | 11,749,530 |
| Amendment to 2003 Stock Incentive Plan to provide additional shares and extend termination date. | 65,488,624 | 14,668,980 | 2,313,622 | 14,258,762 |

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|---|------------|------------|-----------|------------|
| Amendment to 2005 Performance Based Incentive Plan to extend expiration date. | 68,919,616 | 11,207,099 | 2,344,511 | 14,258,762 |
| Advisory vote on executive compensation. | 84,612,735 | 7,618,687 | 4,498,566 | - |
| Ratification of auditor appointment. | 95,882,426 | 389,522 | 457,131 | 909 |

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.

UMPQUA HOLDINGS CORPORATION
(Registrant)

Dated: April 21, 2010

By: /s/ Kenneth E. Roberts
Kenneth E. Roberts
Assistant Secretary
