

BRYN MAWR BANK CORP
Form 425
September 25, 2014

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): September 23, 2014

Bryn Mawr Bank Corporation

(Exact Name of Registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

001-35746
(Commission

File Number)

801 Lancaster Avenue, Bryn Mawr, PA 19010

23-2434506
(I.R.S. Employer

Identification No.)

Registrant's telephone number, including area code: 610-525-1700

None

(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 obligations of the registrant under any of the following provisions (see General Instructions 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.

Bryn Mawr Bank Corporation (the Company) held a Special Meeting of Shareholders on September 23, 2014 (Special Meeting) for the purpose of considering and acting upon the below proposals. A total of 13,728,436 shares were outstanding and entitled to vote at the Special Meeting, of which 11,190,455 shares were voted.

1. *To approve and adopt the Agreement and Plan of Merger dated as of May 5, 2014 (Merger Agreement) that the Company entered into with Continental Bank Holdings, Inc., and the transactions contemplated thereby.*

The shareholders approved and adopted the Merger Agreement and the transactions contemplated thereby by the following vote:

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 11,080,391 | 86,595 | 23,469 |

2. *To approve and adopt the Bryn Mawr Bank Corporation Retainer Stock Plan for Outside Directors, including the approval of the issuance of all of the Company's common stock issued to directors as part of their retainer fees since January 1, 2012.*

The shareholders of the Company approved and adopted the Bryn Mawr Bank Corporation Retainer Stock Plan for Outside Directors, including the approval of the issuance of all of the Company's common stock issued to directors as part of their retainer fees since January 1, 2012, by the following vote:

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 11,010,567 | 159,095 | 20,793 |

Item 8.01. Other Events.

The information set forth in Item 5.07 above is incorporated herein by reference.

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.

BRYN MAWR BANK CORPORATION

By: **/s/ Frederick C. Peters, II**
Frederick C. Peters, II
Chief Executive Officer

Date: September 24, 2014