

WESTERN ALLIANCE BANCORPORATION

Form 8-K

May 18, 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): May 17, 2016

WESTERN ALLIANCE BANCORPORATION

(Exact name of registrant as specified in its charter)

Delaware 001-32550 88-0365922
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

One E. Washington Street, Suite 1400, Phoenix, Arizona 85004
(Address of principal executive offices) (Zip Code)

(602) 389-3500
(Registrant's telephone number, including area code)

Not Applicable
(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:

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.

On May 17, 2016, Western Alliance Bancorporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The total number of shares of the Company’s common stock, par value of \$0.0001 per share, voted in person or by proxy at the Annual Meeting was 94,738,329, representing 91.52% of the 103,512,682 shares outstanding and entitled to vote at the Annual Meeting. All matters voted upon at the Annual Meeting were approved with the required votes. The matters that were voted upon at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter are set forth below.

Proposal 1 Election of Directors

The Company’s stockholders elected eleven directors to each serve for a one-year term expiring in 2017. The voting results were as follows:

| | VOTES FOR | VOTES WITHHELD | ABSTENTIONS | BROKER NON-VOTES |
|-----------------------|------------|----------------|-------------|------------------|
| Bruce Beach | 84,967,407 | 449,768 | 107,145 | 9,214,009 |
| William S. Boyd | 84,001,054 | 1,344,588 | 178,678 | 9,214,009 |
| Howard N. Gould | 85,200,203 | 197,116 | 127,001 | 9,214,009 |
| Steven J. Hilton | 78,511,430 | 6,905,618 | 107,272 | 9,214,009 |
| Marianne Boyd Johnson | 84,061,479 | 1,331,105 | 131,736 | 9,214,009 |
| Robert P. Latta | 85,243,781 | 168,214 | 112,325 | 9,214,009 |
| Cary Mack | 85,066,148 | 352,550 | 105,622 | 9,214,009 |
| Todd Marshall | 84,086,773 | 1,330,779 | 106,768 | 9,214,009 |
| M. Nafees Nagy, M.D. | 84,958,951 | 428,650 | 136,719 | 9,214,009 |
| James E. Nave, D.V.M. | 84,066,701 | 1,325,049 | 132,570 | 9,214,009 |
| Kenneth A. Vecchione | 84,187,541 | 1,192,539 | 144,240 | 9,214,009 |

Proposal 2 Advisory (Non-Binding) Vote on Executive Compensation

The Company’s stockholders approved, on a non-binding advisory basis, executive compensation. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|---------------|-------------|------------------|
| 84,450,267 | 936,850 | 137,203 | 9,214,009 |

Proposal 3 Ratification of Auditor

The Company’s stockholders ratified the appointment of RSM US LLP as the Company’s independent auditors for the fiscal year ending December 31, 2016. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|------------|---------------|-------------|------------------|
| 94,236,995 | 415,670 | 85,664 | — |

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.

WESTERN ALLIANCE BANCORPORATION
(Registrant)

/s/ Dale Gibbons

Dale Gibbons
Executive Vice President and
Chief Financial Officer

Date: May 18, 2016