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Bank of Marin Bancorp
Form 8-K
May 24, 2018

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 22, 2018

Commission File Number 001-33572

Bank of Marin Bancorp

(Exact name of Registrant as specified in its charter)

California 20-8859754
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

504 Redwood Blvd., Suite 100, Novato, CA 94947
(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code: (415) 763-4520

Not Applicable

(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is 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 (17CFR 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))

Indicate by check mark whether
the registrant is an emerging
growth company as defined in
Rule 405 of the Securities Act of
1933 or Rule 12b-2 of the

Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders held on May 22, 2018, the following matters were submitted to a vote of security holders with the indicated number of votes being cast for, against or withheld, and with the indicated number of abstentions and broker non-votes:

1. To elect ten members of the Board of Directors to serve until the next Annual Meeting of Shareholders or until their successors are duly elected and qualified.

| | For | Withheld | Non-Vote |
|--------------------------|-----------|-----------|-----------|
| Steven I. Barlow | 4,229,995 | 89,922 | 1,818,953 |
| Russell A. Colombo | 3,524,343 | 795,574 | 1,818,953 |
| James C. Hale | 3,510,354 | 809,563 | 1,818,953 |
| Robert Heller | 2,679,938 | 1,639,979 | 1,818,953 |
| Norma J. Howard | 2,447,428 | 1,872,489 | 1,818,953 |
| Kevin R. Kennedy | 3,515,488 | 804,429 | 1,818,953 |
| William H. McDevitt, Jr. | 3,497,791 | 822,126 | 1,818,953 |
| Leslie E. Murphy | 2,711,456 | 1,608,461 | 1,818,953 |
| Joel Sklar, MD | 3,482,979 | 836,938 | 1,818,953 |
| Brian M. Sobel | 2,695,332 | 1,624,585 | 1,818,953 |

2. An advisory vote to approve executive compensation for Named Executive Officers.

| For | Against | Abstain | Non-Vote |
|-----------|-----------|---------|-----------|
| 2,870,497 | 1,261,026 | 188,394 | 1,818,953 |

3. To approve the Bank of Marin Bancorp 2017 Employee Stock Purchase Plan.

| For | Against | Abstain | Non-Vote |
|-----------|---------|---------|-----------|
| 4,170,759 | 126,706 | 22,452 | 1,818,953 |

4. To approve the amendment to the Bank of Marin Bancorp 2017 Equity Plan.

| For | Against | Abstain | Non-Vote |
|-----------|---------|---------|-----------|
| 3,336,776 | 937,492 | 45,649 | 1,818,953 |

5. To ratify the selection of Moss Adams LLP, independent auditor, to perform audit services for the year 2018.

| For | Against | Abstain | Non-Vote |
|-----------|---------|---------|----------|
| 6,030,673 | 98,358 | 9,839 | 0 |

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.

Date: May 24, 2018 BANK OF MARIN BANCORP
By: /s/ Tani Girton
Tani Girton
Executive Vice President
and Chief Financial Officer