

MACATAWA BANK CORP  
Form 8-K  
May 08, 2013

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 7, 2013

MACATAWA BANK CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| Michigan<br>(State or other jurisdiction of<br>Incorporation) | 000-25927<br>(Commission File Number) | 38-3391345<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

|  |                     |
|--|---------------------|
| 10753 Macatawa Drive, Holland, Michigan<br>(Address of principal executive<br>offices) | 49424<br>(Zip Code) |
|--|---------------------|

(616) 820-1444  
(Registrant's Telephone Number, Including Area Code)

Not Applicable  
(Former name or former address, if changed since last year)

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.

Macatawa Bank Corporation's (the "Company") annual meeting of shareholders was held on May 7, 2013. At that meeting, the shareholders voted on four proposals and cast their votes as described below.

Proposal 1

Four nominees for director for a term of three years stood for election at the meeting. All nominees for director were elected by the following votes:

| Election of Directors | Votes Cast |           |                  |
|-----------------------|------------|-----------|------------------|
|                       | For        | Withheld  | Broker Non-Votes |
| Wayne J. Elhart       | 9,241,054  | 1,526,333 | 10,692,579       |
| Charles A. Geenen     | 9,345,730  | 1,421,657 | 10,692,579       |
| Robert L. Herr        | 9,352,722  | 1,414,665 | 10,692,579       |
| Thomas J. Wesholski   | 9,141,935  | 1,625,452 | 10,692,579       |

Proposal 2

Proposal 2 was a non-binding, advisory vote on the compensation of the named executive officers, as disclosed pursuant to Item 402 of Regulation S-K in the Company's proxy statement, including the compensation tables and narrative discussion. This proposal was approved by the following votes:

| Votes Cast |           |         | Broker     |
|------------|-----------|---------|------------|
| For        | Against   | Abstain | Non-Votes  |
| 9,094,421  | 1,578,237 | 94,723  | 10,692,585 |

Proposal 3

Proposal 3 was a non-binding, advisory vote on the frequency of shareholder advisory approval of the compensation of the named executive officers. "One Year" was selected as the frequency of shareholder advisory approval by the following votes:

| Votes Cast |           |             |           | Broker     |
|------------|-----------|-------------|-----------|------------|
| One Year   | Two Years | Three Years | Abstain   | Non-Votes  |
| 8,924,313  | 227,529   | 269,556     | 1,345,988 | 10,692,580 |

Proposal 4

Proposal 4 was a proposal to ratify the appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2013, as described in the proxy statement. This proposal was approved by the following votes:

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Votes Cast

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 20,081,362 | 987,038 | 391,566 | 0                   |

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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.

Dated: May 8, 2013

MACATAWA BANK CORPORATION

|    |                         |
|----|-------------------------|
| By | /s/ Jon W. Swets        |
|    | Jon W. Swets            |
|    | Chief Financial Officer |