

CHEMICAL FINANCIAL CORP

Form 8-K

April 21, 2015

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): April 20, 2015

Chemical Financial Corporation

(Exact Name of Registrant as

Specified in its Charter)

Michigan

(State or Other Jurisdiction
of Incorporation)

000-08185

(Commission
File Number)

38-2022454

(IRS Employer
Identification No.)

235 E. Main Street

Midland, Michigan

(Address of Principal Executive Offices)

48640

(Zip Code)

Registrant's telephone number, including area code: (989) 839-5350

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 (see General Instruction 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.

Chemical Financial Corporation ("Chemical") held its annual meeting of shareholders on Monday, April 20, 2015. At that meeting, the shareholders voted on six proposals, as described in Chemical's Proxy Statement dated March 6, 2015, and cast their votes as described below.

Proposal 1

All of the directors of Chemical are elected annually. All nominees for director were elected by the following votes:

| Election of Directors | Votes Cast | | | |
|-----------------------|------------|----------|------------------|--------|
| | For | Withheld | Broker Non-Votes | Uncast |
| Gary E. Anderson | 23,570,751 | 326,405 | 3,886,923 | — |
| James R. Fitterling | 23,577,014 | 320,142 | 3,886,923 | — |
| Terence F. Moore | 23,553,245 | 343,911 | 3,886,923 | — |
| John E. Pelizzari | 23,563,922 | 333,234 | 3,886,923 | — |
| David B. Ramaker | 23,293,016 | 604,140 | 3,886,923 | — |
| Larry D. Stauffer | 23,596,584 | 300,572 | 3,886,923 | — |
| Franklin C. Wheatlake | 23,545,560 | 345,089 | 3,886,923 | 6,507 |

Proposal 2

Proposal 2 was a proposal to amend Chemical's Restated Articles of Incorporation to increase the number of authorized shares of common stock from 45,000,000 shares to 60,000,000 shares. This proposal was approved.

Votes Cast

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 24,665,365 | 2,660,040 | 458,674 | — |

Proposal 3

Proposal 3 was a proposal to amend Chemical's Restated Articles of Incorporation to authorize a class of 2,000,000 shares of preferred stock. This proposal was approved.

Votes Cast

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 19,186,310 | 4,373,847 | 336,999 | 3,886,923 |

Proposal 4

Proposal 4 was a proposal to approve Chemical's Stock Incentive Plan of 2015. This proposal was approved.

Votes Cast

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,146,855 | 1,476,740 | 273,560 | 3,886,923 |

Proposal 5

Proposal 5 was a proposal to ratify the appointment of KPMG LLP as Chemical's independent registered public accounting firm for the year ending December 31, 2015. This proposal was approved.

Votes Cast

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 27,362,773 | 187,741 | 233,565 | — |

Proposal 6

Proposal 6 was a non-binding advisory proposal to approve Chemical's executive compensation. This proposal was approved. A non-binding advisory proposal to approve Chemical's executive compensation will next occur in connection with Chemical's 2016 annual meeting of shareholders.

Votes Cast

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 22,478,553 | 1,039,861 | 378,742 | 3,886,923 |

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: April 21, 2015

CHEMICAL FINANCIAL CORPORATION
(Registrant)

/s/ Lori A. Gwizdala
Lori A. Gwizdala
Executive Vice President, Chief Financial
Officer and Treasurer