

CENTRAL PACIFIC FINANCIAL CORP  
Form 8-K/A  
July 26, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**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 2, 2017**

**Central Pacific Financial Corp.**

(Exact name of Registrant as Specified in Charter)

**Hawaii**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-31567**  
(Commission  
File Number)

**99-0212597**  
(I.R.S. Employer  
Identification No.)

**220 South King Street, Honolulu, Hawaii**  
(Address of principal executive offices)

**96813**  
(Zip Code)

**(808) 544-0500**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

On May 2, 2017, Central Pacific Financial Corp. (the Company ) filed a Current Report on Form 8-K (the Original Report ) with the Securities and Exchange Commission to report the voting results of the Annual Meeting of Shareholders held on April 28, 2017, including, among other matters, a shareholder advisory vote on the frequency of the advisory shareholder vote on executive compensation ( Say-On-Pay vote ). This Form 8-K/A is being filed as an amendment to the Original Report to disclose the Company's decision as to how frequently it will hold an advisory Say-On-Pay vote.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

In connection with the Annual Meeting of Shareholders of Central Pacific Financial Corp. (the Company ) the shareholders of the Company cast an advisory vote on whether the advisory shareholder Say-On-Pay vote should occur every 1, 2 or 3 years. The results of the shareholder vote on the frequency of the advisory Say-On-Pay vote were as follows:

|                   |                      |                      |                  |
|-------------------|----------------------|----------------------|------------------|
| <b>Every Year</b> | <b>Every 2 Years</b> | <b>Every 3 Years</b> | <b>Abstained</b> |
| <b>20,383,936</b> | <b>10,944</b>        | <b>6,139,248</b>     | <b>9,293</b>     |

In light of the results of such shareholder vote, on July 25, 2017, the Board of Directors of the Company adopted a resolution to hold an advisory shareholder Say-On-Pay vote on an annual basis.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Central Pacific Financial Corp.  
(Registrant)

Date: July 26, 2017

By:

/s/ Glenn K. C. Ching  
Glenn K.C. Ching  
Executive Vice President, Chief Legal Officer, and  
Corporate Secretary