

First Internet Bancorp  
Form 8-K  
May 17, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 15, 2017  
First Internet Bancorp  
(Exact Name of  
Registrant as Specified  
in Its Charter)

Indiana  
(State or Other  
Jurisdiction of  
Incorporation)

001-357520-3489991  
(Commission  
File Number) (IRS  
Employer  
Identification  
No.)

11201  
USA  
Parkway 46037  
Fishers,  
Indiana  
(Address  
of  
Principal (Zip Code)  
Executive  
Offices)

(317) 532-7900  
(Registrant's  
Telephone Number,  
Including Area Code)

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(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of shareholders on May 15, 2017. Shareholders took the following actions: elected seven (7) directors for one-year terms ending at the 2018 annual meeting of shareholders (Proposal 1); approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement (Proposal 2); and ratified the Audit Committee's appointment of BKD, LLP as the Company's independent registered public accounting firm for 2017 (Proposal 3).

The vote tabulation for each proposal follows:

Proposal 1 – Election of Directors

| Nominee               | For       | Withheld | Broker Non-Votes |
|-----------------------|-----------|----------|------------------|
| David B. Becker       | 4,028,421 | 124,314  | 1,544,814        |
| John K. Keach, Jr.    | 3,425,663 | 727,072  | 1,544,814        |
| David R. Lovejoy      | 3,421,721 | 731,014  | 1,544,814        |
| Ann D. Murtlow        | 3,427,721 | 725,014  | 1,544,814        |
| Ralph R. Whitney, Jr. | 3,983,458 | 169,277  | 1,544,814        |
| Jerry Williams        | 3,978,841 | 173,894  | 1,544,814        |
| Jean L. Wojtowicz     | 3,984,258 | 168,477  | 1,544,814        |

Proposal 2 – Advisory Vote to Approve Executive Compensation

| For       | Against | Abstained | Broker Non-Votes |
|-----------|---------|-----------|------------------|
| 3,975,365 | 169,325 | 8,045     | 1,544,814        |

Proposal 3 – Ratification of Appointment of Independent Registered Public Accounting Firm

| For       | Against | Abstained |
|-----------|---------|-----------|
| 5,589,905 | 59,947  | 47,697    |

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 17, 2017

FIRST  
INTERNET  
BANCORP

By: /s/ Kenneth J.  
Lovik  
Kenneth J.  
Lovik,  
Executive Vice  
President &  
Chief Financial  
Officer