

COLUMBIA BANKING SYSTEM INC  
Form 8-K  
May 03, 2011

**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 27, 2011

**COLUMBIA BANKING SYSTEM, INC.**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

1301 A Street

Tacoma, WA

98402

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (253) 305-1900

(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))

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

Columbia Banking System, Inc. s (the Company ) 2011 Annual Shareholders Meeting was held on April 27, 2011. There were 39,475,569 shares outstanding and entitled to vote at the annual meeting; of those shares, 35,645,562 were present in person or by proxy. The following matters were voted upon at the 2011 Annual Meeting:

1. The election of nine directors to serve on the Board until the 2012 Annual Meeting or until their successors have been elected and have qualified;
2. Proposal Number 2, an advisory (non-binding) vote on executive compensation;
3. Proposal Number 3, an advisory (non-binding) vote on frequency of future advisory votes on executive compensation; and
4. Ratification of appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending 2011.

The following is a summary of the voting results for the matters voted upon by the shareholders.

1. Election of Directors

| Director s Name         | Votes For  | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------------|------------|----------------|-------------|------------------|
| Melanie J. Dressel      | 32,283,493 | 31,513         | 324,929     | 3,005,627        |
| John P. Folsom          | 32,265,875 | 43,369         | 330,691     | 3,005,627        |
| Frederick M. Goldberg   | 32,478,732 | 39,393         | 121,810     | 3,005,627        |
| Thomas M. Hulbert       | 32,263,868 | 46,340         | 329,727     | 3,005,627        |
| Thomas L. Matson        | 32,242,148 | 67,805         | 329,982     | 3,005,627        |
| Daniel C. Regis         | 32,477,630 | 36,834         | 125,471     | 3,005,627        |
| Donald H. Rodman        | 32,259,155 | 55,889         | 324,891     | 3,005,627        |
| William T. Weyerhaeuser | 32,278,134 | 35,689         | 326,112     | 3,005,627        |
| James M. Will           | 32,273,574 | 37,949         | 328,412     | 3,005,627        |

2. Proposal Number 2, an Advisory (non-binding) Vote on Executive Compensation

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 31,749,846 | 320,029       | 570,060     | 3,005,627        |

3. Proposal Number 3, an Advisory (non-binding) Vote on Frequency of Future Advisory Votes on Executive Compensation

| 1 Year     | 2 Years | 3 Years   | Abstentions |
|------------|---------|-----------|-------------|
| 27,355,501 | 290,927 | 4,576,438 | 417,069     |

4. Ratification of Appointment of Independent Registered Public Accounting Firm

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 35,202,866 | 344,567       | 98,129      | 0                |

Based on the Board of Directors' recommendation in the proxy statement for the 2011 Annual Meeting and the voting results with respect to the advisory vote on the frequency of future advisory votes on executive compensation, the Company has determined to hold an advisory vote on executive compensation annually.

**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.

COLUMBIA BANKING SYSTEM, INC.

Date: May 2, 2011

Gary R. Schminkey  
Gary R. Schminkey  
Executive Vice President and Chief Financial Officer