

OFG BANCORP  
Form 8-K  
April 30, 2019

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 24, 2019

**OFG BANCORP**

*(Exact Name of Registrant as Specified in its Charter)*

Commonwealth of Puerto  
Rico

001-12647

66-0538893

*(State or other Jurisdiction of  
Incorporation)*

*(Commission File No.)*

*(I.R.S. Employer  
Identification No.)*

Oriental Center, 15<sup>th</sup> Floor  
254 Muñoz Rivera Avenue  
San Juan, Puerto Rico

00918

*(Address of Principal Executive Offices)*

*(Zip Code)*

Registrant's telephone number, including area code: (787) 771-6800

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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 Rule 405 of the

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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. ☐

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

At the annual meeting of shareholders of OFG Bancorp (the “Company”) held on April 24, 2019 (the “Annual Meeting”), the proposals listed below were submitted to a vote of shareholders as set forth in the Company’s definitive proxy statement (the “Proxy Statement”) for the Annual Meeting.

### *Proposal 1 – Election of Directors*

The nominees named in the Proxy Statement were elected to serve as directors for a one-year term or until their successors are duly elected and qualified. The voting results with respect to each nominee were as follows:

<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Julian S. Inclán	43,975,108	1,029,314	3,369,214
José R. Fernández	44,525,433	478,989	3,369,214
Pedro Morazzani	44,207,303	797,119	3,369,214
Jorge Colón Gerena	44,294,335	710,087	3,369,214
Juan Carlos Aguayo	38,478,337	6,526,085	3,369,214
Néstor de Jesús	44,051,990	952,432	3,369,214
Edwin Pérez	44,458,611	545,811	3,369,214

### *Proposal 2 – Advisory Vote on Executive Compensation*

The compensation of the Company’s named executive officers, as described in the Proxy Statement, was approved on an advisory basis by 96.86% of the votes represented at the meeting. The voting results were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
43,567,177	1,412,336	24,909	3,369,214

### *Proposal 3 – Ratification of Selection of Independent Registered Public Accounting Firm*

The proposal to ratify the selection of KPMG LLP as the Company’s independent registered public accountants for the year ending December 31, 2019 was approved. The voting results were as follows (there were no broker non-votes):

<b>For</b>	<b>Against</b>	<b>Abstain</b>
47,130,151	1,238,696	4,789

**SIGNATURES**

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

**OFG BANCORP**

Date: April 30, 2019

By: /s/ Carlos O. Souffront

Carlos O. Souffront

General Counsel and

Secretary of the Board of Directors