

WASHINGTON TRUST BANCORP INC  
Form DEFA14A  
March 28, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only, (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

WASHINGTON TRUST BANCORP, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.  
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:

4) Date Filed:

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Important Notice of Availability of Proxy Materials for the Shareholder Meeting of  
WASHINGTON TRUST BANCORP, INC.

To Be Held On:

Tuesday, May 10, 2016 at 11:00 a.m. (local time)  
the Westerly Library, 44 Broad Street, Westerly, Rhode Island

COMPANY NUMBER  
ACCOUNT NUMBER  
CONTROL NUMBER

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before April 29, 2016. Please visit [www.washtrust.com/proxy](http://www.washtrust.com/proxy), where the following materials are available for view:

☛ Notice of Annual Meeting of Stockholders

☛ Proxy Statement

☛ Form of Electronic Proxy Card

☛ Annual Report on Form 10-K

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: [info@amstock.com](mailto:info@amstock.com)

WEBSITE: <http://www.amstock.com/proxyservices/requestmaterials.asp>

TO VOTE: ONLINE: To access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at [Scan Omitted] [www.voteproxy.com](http://www.voteproxy.com) up until 11:59 p.m. (local time) on Monday, May 9, 2016.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. Directions to the 2016 Annual Meeting of Shareholders of Washington Trust Bancorp, Inc. are available in the Investor Relations section of our website at [www.washtrust.com/proxy](http://www.washtrust.com/proxy).

TELEPHONE: To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

The election of four directors, nominated by the Board  
1. of Directors, each to serve for three-year terms, and  
until their successors are duly elected and qualified;

NOMINEES:

Edward O. Handy, III

Barry G. Hittner, Esq.

Katherine W. Hoxsie, CPA

Kathleen E. McKeough

2. The amendment to Article FOURTH of the Corporation's Restated Articles of Incorporation, as amended, to increase the number of shares of common stock authorized for issuance from 30,000,000 to 60,000,000.

3. The ratification of the selection of KPMG LLP as the Corporation's independent registered public accounting firm for the year ending December 31, 2016.

4. A non-binding advisory resolution to approve the compensation of the Corporation's named executive officers.

THE BOARD OF DIRECTORS UNANIMOUSLY  
RECOMMENDS THAT SHAREHOLDERS VOTE  
"FOR" ALL NOMINEES LISTED IN PROPOSAL 1  
AND "FOR" PROPOSALS 2, 3 and 4.

PLEASE NOTE THAT YOU CANNOT VOTE BY  
RETURNING THIS NOTICE.

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\*\*\* Exercise Your Right to Vote \*\*\*

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 10, 2016

			Meeting Information	
WASHINGTON TRUST BANCORP, INC.			Meeting Type: Annual Meeting	
			For holders as of: March 14, 2016	
			Date: May 10, 2016	Time: 11:00 AM EST
			Location: Westerly Public Library	
BROKER			44 Broad Street	B
LOGO			Westerly, Rhode Island 02891	A
HERE				R
Return Address Line 1				C
Return Address Line 2				O
Return Address Line 3			You are receiving this communication because you	D
51 MERCEDES WAY			hold shares in the above named company.	E
EDGEWOOD NY 11717				
Investor Address Line 1			1 This is not a ballot. You cannot use this notice to	
Investor Address Line 2			vote these shares. This communication presents only	
Investor Address Line 3			1 1 O an overview of the more complete proxy materials	
Investor Address Line 4			5 2 F that are available to you on the Internet. You may	
Investor Address Line 5			view the proxy materials online at	
John Sample			2 www.proxyvote.com or easily request a paper copy	
1234 ANYWHERE STREET			(see reverse side).	
ANY CITY, ON A1A 1A1			We encourage you to access and review all of the	
[GRAPHIC OMITTED]			important information contained in the proxy	
			materials before voting.	
[GRAPHIC OMITTED]			See the reverse side of this notice to obtain proxy	
			materials and voting instructions.	
			Broadridge Internal Use Only	
			Job #	
			Envelope #	
			Sequence #	
			# of # Sequence #	

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement 2. Annual Report 3. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow xxxx xxxx xxxx xxxx (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for

requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked

by the arrow xxxx xxxx xxxx xxxx (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment

advisor. Please make the request as instructed above on or before April 26, 2016 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box

marked by the arrow xxxx xxxx xxxx xxxx available and follow the instructions.

Internal  
Use Only

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

Voting Items

The Board of Directors recommends that you vote FOR the following:

[Graphic Omitted]

- 1. Election of Directors  
Nominees

01 Edward O Handy, III 02 Barry G Hittner, Esq. 03 Katherine W Hoxsie,  
CPA 04 Kathleen E McKeough

The Board of Directors recommends you vote FOR the following proposal(s):

- 2. The amendment to Article FOURTH of the Corporation's Restated Articles of Incorporation, as amended, to increase the number of shares of common stock authorized for issuance from 30,000,000 to 60,000,000.

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- 3. The ratification of the selection of KPMG LLP as the Corporation's independent registered public accounting firm for the year ending December 31, 2016.

- 4. A non-binding advisory resolution to approve the compensation of the Corporation's named executive officers.

NOTE: The undersigned hereby acknowledges receipt of the accompanying notice thereto, and the Corporation's 2015 Annual Report and hereby revokes any proxy or proxies heretofore given. This proxy may be revoked at any time before it is exercised.

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Reserved for Broadridge Internal Control Information

Voting Instructions

THIS SPACE RESERVED FOR LANGUAGE PERTAINING TO  
BANKS AND BROKERS  
AS REQUIRED BY THE NEW YORK STOCK EXCHANGE

THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE

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