

POPULAR INC  
Form 8-K  
May 15, 2014

**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): May 13, 2014**

**POPULAR, INC.**

*(Exact name of registrant as specified in its charter)*

**Puerto Rico**

*(State or other jurisdiction of  
incorporation or organization)*

**001-34084**

*(Commission File Number)*

**66-0667416**

*(IRS Employer Identification  
Number)*

**209 Munoz Rivera Avenue**

**Hato Rey, Puerto Rico**

*(Address of principal executive offices)*

**00918**

*(Zip code)*

**(787) 765-9800**

*(Registrant's telephone number, including area code)*

**NOT APPLICABLE**

*(Former name, former address and former fiscal year, 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:

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- .. 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 a Vote of Security Holders.**

On May 13, 2014, Popular, Inc. (the Corporation) held its Annual Meeting of Stockholders. The matters considered and voted on by the Corporation's stockholders at the Annual Meeting and the results of the vote of the stockholder were as follows:

Proposal 1

To elect three directors assigned to Class 3 for a three-year term:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
María Luisa Ferré	77,609,727	4,847,054	333,501	11,900,724
C. Kim Goodwin	81,954,516	520,646	315,120	11,900,724
William J. Teuber Jr.	81,674,300	800,610	315,372	11,900,724

To elect one director assigned to Class 2 for a two-year term

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
John W. Diercksen	81,961,217	515,807	313,258	11,900,724

Proposal 2

To approve an advisory vote of the Corporation's executive compensation program.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
	81,188,601	1,238,379	363,302	11,900,724

As a participant in the Capital Purchase Program of the United States Treasury's Troubled Asset Relief Program, the Corporation is required to submit yearly to stockholders the vote related to the Corporation's advisory vote on executive compensation program. Therefore, no proposal was submitted for a vote of stockholders in connection with the frequency of stockholder advisory votes on executive compensation.

Proposal 3

To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Corporation for 2014.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
	93,715,870	813,401	161,735	N/A

The press release issued by the Corporation in connection with the 2014 Annual Meeting of Stockholders is included as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press release dated May 13, 2014

**SIGNATURE**

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.

**POPULAR, INC.**

(Registrant)

Date: May 15, 2014

By: **/s/ Jorge J. García**  
Jorge J. García  
Senior Vice President and Corporate Comptroller