

BERKSHIRE HILLS BANCORP INC  
Form DEFA14A  
April 07, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

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 Pursuant to §240.14a-12

Berkshire Hills 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:

N/A

(2) Aggregate number of securities to which transaction applies:

N/A

(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):

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

.. 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:

N/A

(2)

Form, Schedule or Registration Statement No.:

N/A

(3)

Filing Party:

N/A

(4)

Date Filed:

N/A



\*\*\* Exercise Your Right to Vote \*\*\* IMPORTANT NOTICE Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 18, 2017. BERKSHIRE HILLS BANCORP, INC. Meeting Information Meeting Type: Annual Meeting For holders as of: March 20, 2017 Date: May 18, 2017 Time: 10:00 AM Local time Location: Crowne Plaza Hotel One West Street Pittsfield, MA 01201 BERKSHIRE HILLS BANCORP, INC. C/O BROADRIDGE P.O. BOX 1342 BRENTWOOD, NY 11717 You are receiving this communication because you hold shares in the company named above. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. See the reverse side of this notice to obtain proxy materials and voting instructions. E23288-P87990

Before You Vote How to Access the Proxy Materials Proxy Materials Available to VIEW or RECEIVE: NOTICE OF ANNUAL MEETING PROXY STATEMENT FORM 10-K SUMMARY ANNUAL REPORT 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 will NOT be forwarded to your investment advisor. Your request must be received on or before May 8, 2017 to facilitate timely delivery. How To Vote Please Choose One of the Following Voting Methods 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 (located on the following page) available and follow the instructions. Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card. Vote In Person: Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. E23289-P87990

Voting Items The Board of Directors recommends you vote FOR all the nominees for Directors listed in proposal 2 as applicable, FOR proposals 1, 3 and 5 and 1 Year with regard to proposal 4. 1. To approve the proposed amendments to the Certificate of Incorporation of Berkshire Hills Bancorp, Inc. to declassify the Board of Directors. 2. To elect as directors the nominees named in the Proxy Statement each to serve a one-year term (if Proposal 1 is approved) or a three-year term (if Proposal 1 is not approved), and until their successors are duly elected and qualified. Nominees: 01) Paul T. Bossidy 02) Michael P. Daly 03) Cornelius D. Mahoney 3. To consider a non-binding proposal to give advisory approval of our executive compensation as described in the proxy statement. 4. To consider a non-binding proposal to give advisory approval with respect to the frequency that shareholders will vote on our executive compensation. 5. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2017. NOTE: Such other business as may properly come before the meeting or any adjournment thereof. E23290-P87990

E23291-P87990