

Territorial Bancorp Inc.  
Form 8-K  
May 23, 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 21, 2014**

**TERRITORIAL BANCORP INC.**

(Exact Name of Registrant as Specified in its Charter)

**Maryland**  
(State or Other Jurisdiction)  
of Incorporation)

**1-34403**  
(Commission File No.)

**26-4674701**  
(I.R.S. Employer  
Identification No.)

**1132 Bishop Street, Suite 2200, Honolulu, Hawaii**  
(Address of Principal Executive Offices)

**96813**  
(Zip Code)

Registrant's telephone number, including area code: **(808) 946-1400**

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**Not Applicable**

(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))
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**Item 5.07**      **Submission of Matters to a Vote of Securities Holders**

The Company's Annual Meeting of Stockholders was held on May 21, 2014. The matters considered and voted on by the Company's stockholders at the Annual Meeting were as follows:

**Proposal 1: The election of two directors each to serve for a three-year term.**

Nominee	Shares Voted For	Shares Withheld	Broker Non-Votes
Howard Y. Ikeda	6,665,227	1,166,437	1,467,699
David S. Murakami	7,327,257	504,407	1,467,699

**Proposal 2: The ratification of appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2014.**

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
8,570,077	686,930	42,356	0

**Proposal 3: The approval of an advisory (non-binding) resolution to approve the Company's executive compensation as described in the proxy statement.**

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
4,114,325	3,675,119	42,229	1,467,690

**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.

**Territorial Bancorp Inc.**

DATE: May 23, 2014

By:

*/s/ Vernon Hirata*  
Vernon Hirata  
Vice Chairman, Co-Chief Operating Officer and  
Secretary