

BERKSHIRE HILLS BANCORP INC  
Form 8-K  
May 07, 2010

**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 6, 2010**

**BERKSHIRE HILLS BANCORP, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>0-51584</b> (Commission File Number)	<b>04-3510455</b> (IRS Employer Identification No.)
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<b>24 North Street, Pittsfield, Massachusetts</b> (Address of Principal Executive Offices)	<b>01201</b> (Zip Code)
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Registrant's telephone number, including area code: **(413) 443-5601**

**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:

- 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**

The 2010 Annual Meeting of Stockholders was held on May 6, 2010 (the Annual Meeting ). The matters considered and voted on by the Company s stockholders at the Annual Meeting and the vote of the stockholders was as follows:

**Matter 1.** The election of three directors, each for a three-year term.

Nominee	Shares Voted	Shares	Broker
	For	Withheld	Non-Votes
John B. Davies	10,480,380	942,743	1,375,487
Rodney C. Dimock	10,480,129	942,994	1,375,487
David E. Phelps	10,480,394	942,729	1,375,487

**Matter 2.** To give advisory approval of the Company s executive compensation programs and policies.

Shares Voted For	Shares Voted	
	Against	Shares Abstained
12,234,396	394,633	169,581

**Matter 3.** The ratification of the appointment of Wolf & Company, P.C. as the Company s independent public accounting firm for the year ending December 31, 2010.

Shares Voted For	Shares Voted	
	Against	Shares Abstained
12,768,919	13,433	16,258

**Item 8.01. Other Events.**

Berkshire Hills Bancorp, Inc. issued a press release in conjunction with its Annual Meeting of Stockholders. A copy of the press release is attached as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits**

- (a) Financial Statements of Business Acquired. Not applicable
- (b) Pro Forma Financial Information. Not Applicable
- (c) Shell Company Transactions. Not Applicable
- (d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued in conjunction with the Company s Annual Meeting of Stockholders on May 6, 2010.

**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.

**Berkshire Hills Bancorp, Inc.**

DATE: May 7, 2010

By: /s/Kevin P. Riley  
Kevin P. Riley  
Executive Vice President and  
Chief Financial Officer