

BankFinancial CORP  
Form 8-K  
June 27, 2012

# 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): June 26, 2012

## BANKFINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

Maryland  
(State or Other Jurisdiction

of Incorporation)

15W060 North Frontage Road, Burr Ridge, Illinois  
(Address of Principal Executive Offices)

0-51331  
(Commission

File No.)

75-3199276  
(I.R.S. Employer

Identification No.)

60527  
(Zip Code)

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Registrant's telephone number, including area code: (630) 242-7700

**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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

**Annual Meeting Voting Results.** The following are the results of the stockholder votes that were cast at the Company's Annual Meeting of Stockholders on June 26, 2012:

**Proposal No. 1:** The election of the following nominees as directors of the Company: Cassandra J. Francis, Thomas F. O'Neill and Terry R. Wells, to hold office until the 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualify.

| Nominee              | Number of Votes<br>Cast For | Number of<br>Votes |                  |
|----------------------|-----------------------------|--------------------|------------------|
|                      |                             | Withheld           | Broker Non-Votes |
| Cassandra J. Francis | 15,176,951                  | 732,275            | 3,726,254        |
| Thomas F. O'Neill    | 15,357,725                  | 551,500            | 3,726,254        |
| Terry R. Wells       | 15,117,420                  | 791,806            | 3,726,254        |

**Proposal No. 2:** Ratification of the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012.

|  |            |
|--|------------|
| Number of votes cast <i>For</i> Proposal     | 19,448,510 |
| Number of votes cast <i>Against</i> Proposal | 151,113    |
| Number of Abstentions                        | 35,856     |
| Broker Non-Votes                             |            |

**Proposal No. 3:** The approval of an advisory, non-binding resolution to approve our executive compensation.

|  |            |
|--|------------|
| Number of votes cast <i>For</i> the non-binding resolution     | 14,268,509 |
| Number of votes cast <i>Against</i> the non-binding resolution | 1,541,602  |
| Number of Abstentions  | 99,114     |
| Broker Non-Votes   | 3,726,254  |

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

None

**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.

**BANKFINANCIAL CORPORATION**

(Registrant)

Date: June 27, 2012

/s/ F. MORGAN GASIOR  
F. Morgan Gasior  
Chairman of the Board, Chief Executive Officer and  
President