

FULTON FINANCIAL CORP  
Form 8-K  
May 03, 2013

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: May 3, 2013  
Date of earliest event reported: April 29, 2013  
Commission File No. 0-10587

FULTON FINANCIAL CORPORATION  
(Exact name of Registrant as specified in its Charter)

Pennsylvania 23-2195389  
(State or other jurisdiction of incorporation) (IRS Employer Identification Number)

P.O. Box 4887, One Penn Square 17604  
Lancaster, Pennsylvania (Zip Code)  
(Address of principal executive offices)

Registrant's telephone number, including area code: 717-291-2411

Former name or former address, if changed since last Report: N/A

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
  - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  - £ Pre-commencement to communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Fulton Financial Corporation ("Fulton") held its 2013 Annual Meeting of Shareholders ("Annual Meeting") on Monday, April 29, 2012 at 10:00 a.m. Eastern Time. At the Annual Meeting, shareholders approved the Amended and Restated Equity and Cash Incentive Compensation Plan (the "Incentive Plan") summarized below, which was previously approved, subject to shareholder approval, by Fulton's Board of Directors in January 2013. A more detailed summary of the Incentive Plan can be found in Fulton's Definitive Proxy Statement on Schedule 14A (the "Proxy Statement"), which was filed with the Securities and Exchange Commission and mailed to shareholders on March 27, 2013.

The Incentive Plan authorizes grants of equity-based and cash-based awards to Fulton's officers and other eligible participants. The Incentive Plan enables Fulton to grant stock options and stock appreciation rights, make restricted stock and restricted stock unit awards, and make cash-based performance awards to eligible participants. Such awards can have service-based and/or performance-based vesting requirements. Fulton amended and restated its existing 2004 Stock Option and Compensation Plan, which was initially approved by shareholders in 2004, and sought shareholder approval of the Incentive Plan at the Annual Meeting to extend its term, add additional award types and make other amendments as described in the Proxy Statement. As part of the proposal seeking shareholder approval of the Incentive Plan, Fulton sought and obtained shareholder approval of the Incentive Plan for purposes of, and as required by Section 162(m) of the Internal Revenue Code.

This summary of the Incentive Plan is not complete and is qualified in its entirety by reference to the full text of the Incentive Plan, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

At the Annual Meeting, shareholders voted on the four proposals described in the Proxy Statement, which consisted of: (i) the election of eleven (11) director nominees to serve for one-year terms; (ii) a non-binding Say-on-Pay resolution to approve the compensation of the named executive officers; (iii) the approval of the Amended and Restated Equity and Cash Incentive Compensation Plan; and (iv) the ratification of the appointment of KPMG LLP as Fulton's independent auditor for the fiscal year ending December 31, 2013.

All matters voted upon at the Annual Meeting were approved by shareholders, and the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

Proposal 1 - The election of eleven (11) director nominees to serve for one-year terms.

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## Number of Votes Cast

| Nominee             | For         | Against   | Abstain   | Broker Non-Vote |
|---------------------|-------------|-----------|-----------|-----------------|
| Joe N. Ballard      | 132,036,875 | 3,634,430 | 2,986,104 | 25,812,524      |
| John M. Bond, Jr.   | 134,246,829 | 1,590,551 | 2,820,029 | 25,812,524      |
| Craig A. Dally      | 131,059,974 | 4,640,096 | 2,957,339 | 25,812,524      |
| Denise L. Devine    | 133,776,663 | 2,053,926 | 2,826,820 | 25,812,524      |
| Patrick J. Freer    | 131,066,256 | 4,651,602 | 2,939,551 | 25,812,524      |
| George W. Hodges    | 129,804,767 | 5,864,983 | 2,987,659 | 25,812,524      |
| Albert Morrison III | 134,070,412 | 1,619,555 | 2,967,442 | 25,812,524      |
| R. Scott Smith, Jr. | 132,580,108 | 3,128,240 | 2,949,061 | 25,812,524      |
| Gary A. Stewart     | 132,541,604 | 3,125,961 | 2,989,844 | 25,812,524      |
| Ernest J. Waters    | 134,004,552 | 1,766,745 | 2,886,112 | 25,812,524      |
| E. Philip Wenger    | 130,884,455 | 4,509,114 | 3,263,840 | 25,812,524      |

## Proposal 2 - A non-binding Say-on-Pay resolution to approve the compensation of the named executive officers.

## Number of Votes Cast

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 126,452,934 | 8,253,632 | 3,950,843 | 25,812,524      |

## Proposal 3 - Approval of the Amended and Restated Equity and Cash Incentive Compensation Plan.

## Number of Votes Cast

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 126,691,807 | 7,819,152 | 4,146,450 | 25,812,524      |

## Proposal 4 - The ratification of the appointment of KPMG LLP as Fulton's independent auditor for the fiscal year ending December 31, 2013.

## Number of Votes Cast

| For         | Against   | Abstain   | Broker Non-Vote |
|-------------|-----------|-----------|-----------------|
| 158,966,488 | 2,533,683 | 2,969,762 | —               |

## Item 9.01 - Financial Statements and Exhibits

## (d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Fulton's Amended and Restated Equity and Cash Incentive Compensation Plan |

**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.

Date: May 3, 2013

FULTON FINANCIAL CORPORATION

By: /s/ Charles J. Nugent  
Charles J. Nugent  
Senior Executive Vice President and  
Chief Financial Officer