

TRUSTCO BANK CORP N Y  
Form 8-K  
May 27, 2015

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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, 2015

TrustCo Bank Corp NY  
(Exact name of registrant as specified in its charter)

|   |                     |  |
|---|---------------------|--|
| NEW YORK  | 0-10592             | 14-1630287                               |
| State or Other Jurisdiction of Incorporation or<br>Organization | Commission File No. | I.R.S. Employer<br>Identification Number |

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302  
(Address of principal executive offices)

(518) 377-3311  
(Registrant's Telephone Number,  
Including Area Code)

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))

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TrustCo Bank Corp NY

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

The Company held its regular annual shareholder meeting on May 21, 2015. Thomas O. Maggs, Robert J. McCormick, and William J. Purdy were elected as directors for three-year terms expiring at TrustCo's 2018 Annual Meeting. Shareholders approved the Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers and the Amended and Restated TrustCo Bank Corp NY 2010 Equity Incentive Plan. The appointment of Crowe Horwath LLP as TrustCo's independent auditors for 2015 was ratified by shareholders. The table below provides the vote count for each proposal on the agenda.

|  | For        | Withhold  |           | For as a<br>percentage<br>of<br>total<br>shares<br>voted | Broker<br>Non-<br>Vote |                  |
|--|------------|-----------|-----------|--|------------------------|------------------|
| Thomas O. Maggs  | 71,279,611 | 3,419,786 |           | 95.4   | %                      | 10,762,562       |
| Robert J. McCormick  | 72,027,506 | 2,671,891 |           | 96.4   | %                      | 10,762,562       |
| William J. Purdy   | 70,950,084 | 3,749,314 |           | 95.0   | %                      | 10,762,562       |
|  | For        | Against   | Abstain   | For as a<br>percentage<br>of<br>total<br>shares<br>voted | Broker<br>Non-<br>Vote | Uncast           |
| Approval of a Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers | 68,450,665 | 4,767,961 | 1,472,207 | 91.6   | %                      | 10,762,562 8,564 |
|  | For        | Against   | Abstain   | For as a<br>percentage<br>of<br>total<br>shares<br>voted | Broker<br>Non-<br>Vote |                  |
| Approval of the Amended and Restated TrustCo Bank Corp NY 2010 Equity Incentive Plan                   | 69,843,172 | 3,609,105 | 1,247,120 | 93.5   | %                      | 10,762,562       |
|  | For        | Against   | Abstain   | For as a<br>percentage<br>of<br>total<br>shares<br>voted |                        |                  |
| Ratification of Crowe Horwath LLP  | 83,390,001 | 1,231,037 | 840,921   | 97.6   | %                      |                  |



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 thereunto duly authorized.

Dated: May 21, 2015

TrustCo Bank Corp NY  
(Registrant)

By: /s/ Michael M. Ozimek  
Michael M. Ozimek  
Senior Vice President and  
Chief Financial Officer

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