

WESTERN ALLIANCE BANCORPORATION  
Form 8-K  
May 27, 2014

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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 20, 2014

Western Alliance Bancorporation

(Exact name of registrant as specified in its charter)

Nevada

C17075-1995

88-0365922

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One E Washington Street, Suite 1400, Phoenix,  
Arizona

85004

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

602-389-3500

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))



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

On May 20, 2014, Western Alliance Bancorporation (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). The total number of shares of the Company's common stock, par value of \$0.0001 per share, voted in person or by proxy at the Annual Meeting was 78,963,209, representing approximately 90% of the 87,553,976 shares outstanding and entitled to vote at the Annual Meeting. All matters voted upon at the Annual Meeting were approved with the required votes. The matters that were voted upon at the Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of the number of abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

**Proposal 1 Election of Directors**

The Company's stockholders elected four Class III directors to each serve for a three-year term expiring in 2017. The voting results were as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
John P. Sande, III	70,269,684	1,333,921	0	7,359,604
Robert G. Sarver	68,693,482	2,910,123	0	7,359,604
Donald D. Snyder	70,105,174	1,498,431	0	7,359,604
Sung Won Sohn	71,380,731	222,874	0	7,359,604

**Proposal 2 Approve a Change of the Company's State of Incorporation**

The Company's stockholders approved the proposal to change the Company's state of incorporation from Nevada to Delaware.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
66,144,331	5,429,635	29,639	7,359,604

**Proposal 3 Approve an Amendment to the 2005 Stock Incentive Plan**

The Company's stockholders approved an amendment to the 2005 Stock Incentive Plan that (i) extends the termination date of the plan by ten years to 2025; and (ii) increases by 2,000,000 the maximum number of shares available for issuance thereunder and reapproved the material terms of the performance measures that apply to awards intended to qualify as performance-based compensation under the 2005 Stock Incentive Plan.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
66,017,483	5,565,021	21,101	7,359,604

**Proposal 4 Advisory (Non-Binding) Vote on Executive Compensation**

The Company's stockholders approved, on a non-binding advisory basis, executive compensation. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
70,698,509	681,649	223,447	7,359,604

Proposal 5 Ratification of Auditor

The Company's stockholders ratified the appointment of McGladrey LLP as the Company's independent auditors for the fiscal year ending December 31, 2014. The voting results were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
78,344,807	587,083	31,319	0

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**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.

*May 21, 2014*

Western Alliance Bancorporation

By: *Dale Gibbons*

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*Name: Dale Gibbons*  
*Title: Chief Financial Officer*