

PROVIDENT FINANCIAL HOLDINGS INC

Form 8-K

November 18, 2016

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): November 17, 2016

PROVIDENT FINANCIAL HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware 000-28304 33-0704889
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

3756 Central Avenue, Riverside, California 92506
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (951) 686-6060

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 Corporation held its Annual Meeting of Shareholders on Thursday, November 17, 2016 in Riverside, California. There were present at the meeting in person or by proxy the holders of 7,486,118 shares of the Corporation's common stock, representing 93.8 percent of the total votes eligible to be cast, constituting a majority and a quorum of the outstanding shares entitled to vote. The results of the vote for the three items presented at the meeting were as follows:

1. Election of Directors:

Shareholders elected the following nominees to the Board of Directors for a three-year term ending 2019 by the following vote:

| Nominee | For | | Withheld | | Broker Non-Vote | |
|------------------|-----------|------------|----------|------------|-----------------|------------|
| | Number | Percentage | Number | Percentage | Number | Percentage |
| Joseph P. Barr | 6,297,975 | 95.6 | 291,844 | 4.4 | 896,299 | N/A |
| Bruce W. Bennett | 6,283,950 | 95.4 | 305,869 | 4.6 | 896,299 | N/A |
| Debbi H. Guthrie | 6,264,172 | 95.1 | 325,647 | 4.9 | 896,299 | N/A |

The following directors, who were not up for re-election at the Annual Meeting of Shareholders, will continue to serve as directors: Craig G. Blunden, Roy H. Taylor, Judy A. Carpenter and William E. Thomas.

2. Advisory Vote on Executive Compensation:

Shareholders approved the advisory vote on executive compensation by the following vote:

| | Number | Percentage |
|-----------------|-----------|------------|
| For | 6,499,598 | 98.6 |
| Against | 59,744 | 0.9 |
| Abstain | 30,447 | 0.5 |
| Broker Non-Vote | 896,299 | N/A |

3. Ratification of Appointment of Independent Auditor:

Shareholders ratified the appointment of Deloitte & Touche LLP as the Corporation's independent auditor for the fiscal year ending June 30, 2017 by the following vote:

| | Number | Percentage |
|---------|-----------|------------|
| For | 7,449,236 | 99.5 |
| Against | 12,626 | 0.2 |
| Abstain | 24,256 | 0.3 |

The Chairman of the Board made a presentation on the affairs of the Corporation, which is posted on the Corporation's website, www.myprovident.com, under Presentations in the Investor Relations section. A copy of the Annual Meeting Presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

99.1 Annual Meeting Presentation of Provident Financial Holdings, Inc.

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.

Date: November 18, 2016 Provident Financial Holdings, Inc.

/s/ Donavon P. Ternes

Donavon P. Ternes
President, Chief Operating and
Chief Financial Officer
