

WESTAMERICA BANCORPORATION

Form 8-K

December 19, 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): December 16, 2016

Westamerica Bancorporation

(Exact name of registrant as specified in its charter)

California                      001-09383      94-2156203  
(State or other jurisdiction) (Commission) (IRS Employer)

**of incorporation)                      File No.)                      Identification Number)**

**1108 Fifth Avenue**

**94901**

**San Rafael, California**

**(Address of principal executive offices)                      (Zip Code)**

**Registrant's telephone number, including area code: (707) 863-6000**

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))

## **Section 5 – Corporate Governance and Management**

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On December 15, 2016, the Board of Directors of Westamerica Bancorporation (the “Company”) approved and adopted an amendment (the “Amendment”) to its Bylaws of the Company amending Article III, Section 3.03 to provide for majority voting in uncontested election of directors. The Amendment became effective immediately on its adoption. The Amended Bylaws of the Company are otherwise unchanged. The full text of the Amended and Restated Bylaws is filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**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.

**WESTAMERICA BANCORPORATION**  
(Registrant)

Date: December 16, 2016    By: /s/ John “Robert” Thorson  
John “Robert” Thorson  
Senior Vice President and Chief Financial Officer

**Exhibit Index**

Exhibit 3.2 Amended and Restated Bylaws of Westamerica Bancorporation dated December 15, 2016.