

UMB FINANCIAL CORP  
Form 8-K  
April 25, 2019

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): 4/23/2019

UMB FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 001-38481

MO 43-0903811  
(State or other jurisdiction of (IRS Employer

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incorporation)

Identification No.)

1010 Grand Blvd., Kansas City, MO 64106

(Address of principal executive offices, including zip code)

(816) 860-7000

(Registrant's telephone number, including area code)

(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 13c-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The annual meeting of shareholders of UMB Financial Corporation (the “Company”) was held on April 23, 2019. As of the record date, there were a total of 49,052,126 shares outstanding and entitled to vote at the annual meeting. At the annual meeting, 42,299,654 shares were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Board of Directors to a vote of the shareholders:

1. Election of 12 directors to hold office until the 2020 annual meeting of shareholders. The nominees for the directorships received the following votes:

Director	For	Withhold	Broker Non-Votes
Robin C. Beery	39,142,089	121,328	3,036,237
Kevin C. Gallagher	38,999,654	263,763	3,036,237
Greg M. Graves	37,885,050	1,378,367	3,036,237
Alexander C. Kemper	38,865,220	398,197	3,036,237
J. Mariner Kemper	38,690,222	573,195	3,036,237
Gordon E. Lansford, III	38,681,302	582,115	3,036,237
Timothy R. Murphy	38,698,052	565,365	3,036,237
Tamara M. Peterman	39,142,395	121,022	3,036,237
Kris A. Robbins	38,951,871	311,545	3,036,237
L. Joshua Sosland	38,445,617	817,800	3,036,237
Paul Uhlmann, III	38,473,835	789,582	3,036,237
Leroy J. Williams, Jr.	39,117,453	145,963	3,036,237

Based on the votes set forth above, each of the nominees was elected to serve as a director until the Annual Meeting in 2020.

2. Advisory vote (non-binding) on the compensation paid to our named executive officers.

For	Against	Abstain	Broker Non-Votes
38,537,954	426,411	299,052	3,036,237

3. Ratification of the Corporate Audit Committee's engagement KPMG LLP to serve as the Company's independent registered public accounting firm for 2019. The proposal received the following votes:

For	Against	Abstain	Broker Non-Votes
42,179,503	66,400	53,750	0

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.

UMB FINANCIAL  
CORPORATION

By: /s/ Ram Shankar  
Ram Shankar

Chief Financial Officer  
Date: April 25, 2019