

CAMDEN NATIONAL CORP  
Form 8-K  
April 28, 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): April 26, 2016

Camden National Corporation  
(Exact name of registrant as specified in its charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Maine<br>(State or other jurisdiction<br>of incorporation) | 01-28190<br>(Commission File Number) | 01-0413282<br>(IRS Employer<br>Identification No.) |
|--|--------------------------------------|--|

|   |                     |
|---|---------------------|
| Two Elm Street, Camden, Maine<br>(Address of principal executive offices) | 04843<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (207) 236-8821

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 2016 Annual Meeting of Shareholders of Camden National Corporation was held on April 26, 2016 at the Point Lookout Conference Center, 67 Atlantic Highway, Lincolnville, Maine. At the Annual Meeting, there were present in person or by proxy 9,153,976 shares of the Company's common stock, representing approximately 89% of the total outstanding eligible votes. The following is a brief description of each matter voted on at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each matter.

1. Election of three persons to the Board of Directors, each to serve a three-year term and until his or her successor is elected and qualified:

|                      | For       | Against | Abstain | Broker<br>Non-Vote |
|----------------------|-----------|---------|---------|--------------------|
| David C. Flanagan    | 7,180,027 | 83,261  | 51,886  | 1,838,802          |
| James H. Page, Ph.D. | 7,178,533 | 84,574  | 52,066  | 1,838,803          |
| Robin A. Sawyer, CPA | 7,189,435 | 116,563 | 9,175   | 1,838,803          |
| Karen W. Stanley     | 7,186,416 | 88,090  | 18,168  | 1,861,302          |

The other directors that continued in office after the Annual Meeting are as follows:

|                    |                      |
|--------------------|----------------------|
| Term expires 2017  | Term expires 2018    |
| Craig S. Gunderson | Ann W. Bresnahan     |
| John W. Holmes     | Gregory A. Dufour    |
| David J. Ott       | S. Catherine Longley |
| John M. Rohman     | Carl J. Soderberg    |
| Lawrence J. Sterrs |                      |

2. Non-binding advisory vote on the compensation of the Company's named executive officers ("Say-on-Pay"):

| For       | Against | Abstentions | Broker Non-Vote |
|-----------|---------|-------------|-----------------|
| 6,976,803 | 190,502 | 147,868     | 1,838,803       |

3. Ratification of the appointment of McGladrey LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016:

| For       | Against | Abstentions |
|-----------|---------|-------------|
| 9,044,731 | 70,578  | 38,667      |

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.

Dated: April 28, 2016

CAMDEN NATIONAL CORPORATION  
(Registrant)

By: /s/ DEBORAH A. JORDAN

Deborah A. Jordan

Chief Operating Officer, Chief Financial Officer, and Principal Financial & Accounting Officer