

ORIENTAL FINANCIAL GROUP INC  
Form 8-K  
May 02, 2011

**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 27, 2011**

**ORIENTAL FINANCIAL GROUP INC.**

*(Exact Name of Registrant as Specified in its Charter)*

Commonwealth of Puerto Rico

001-12647

66-0538893

*(State or other Jurisdiction of Incorporation)*

*(Commission File No.)*

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

Oriental Center  
Professional Offices Park  
997 San Roberto Street, 10<sup>th</sup> Floor  
San Juan, Puerto Rico

00926

*(Address of Principal Executive Offices)*

*(Zip Code)*

Registrant's telephone number, including area code: (787) 771-6800

*(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 (*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))
-

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

At the annual meeting of shareholders of Oriental Financial Group Inc. (the Company), held on April 27, 2011 (the Annual Meeting), the proposals listed below were submitted to a vote of shareholders as set forth in the Company's definitive proxy statement (the Proxy Statement) for the Annual Meeting.

*Proposal 1 Election of Directors*

The four nominees named in the definitive proxy statement were elected as directors: (i) Josen Rossi to serve for a two-year term and (iii) Juan C. Aguayo, Pablo I. Altieri and Francisco Arriví to serve for a three-year term. The voting results with respect to each nominee were as follows:

Directors	For	Withheld
Josen Rossi	34,851,337	117,016
Juan C. Aguayo	34,631,050	337,303
Pablo I. Altieri	34,656,225	312,128
Francisco Arriví	34,461,028	507,325

*Proposal 2 Advisory Vote on Executive Compensation*

The compensation of the Company's named executive officers, as described in the Proxy Statement, was approved on an advisory basis. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
34,340,245	442,530	185,578	4,565,043

*Proposal 3 Advisory Vote on the Frequency of the Vote on Executive Compensation*

With respect to the advisory vote on whether the shareholder advisory vote on the compensation of the Company's named executive officers should occur every one, two or three years, the choice of 1 Year obtained a majority of the votes cast. The voting results were as follows:

1 Year	2 Years	3 Years	Abstain
23,126,256	137,659	11,501,587	202,851

*Proposal 4 Ratification of Selection of Independent Auditors*

The proposal to ratify the selection of KPMG LLP as the Company's independent auditors for the year ending December 31, 2011 was approved. The voting results were as follows (there were no broker non-votes):

For	Against	Abstain
38,993,970	470,373	69,053
	- 3 -	

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ORIENTAL FINANCIAL GROUP INC.**

Date: May 2, 2011

By: /s/ Carlos O. Souffront  
Carlos O. Souffront  
General Counsel and  
Secretary of the Board of Directors

- 4 -