

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
May 05, 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): May 5, 2016 (May 3, 2016)

ENTERPRISE BANCORP, INC.  
(exact name of registrant as specified in charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Massachusetts                                     | 001-33912                   | 04-3308902                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

222 Merrimack Street  
Lowell, Massachusetts 01852  
(address of principal executive offices) (Zip Code)

(978) 459-9000  
(Registrant's telephone number, including area code)

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))

o 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

(a) The annual meeting of shareholders of Enterprise Bancorp, Inc. (the "Company") was held on May 3, 2016.

(b) At the Company's annual meeting, holders of the Company's common stock voted to (i) elect all of the Board's nominees to the Board of Directors, (ii) approve and adopt the Company's 2016 Stock Incentive Plan, and (iii) ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. Votes were cast as follows:

1. To elect seven Directors of the Company, each for a three-year term:

| Nominee               | For       | Withheld | Broker Non-votes |
|-----------------------|-----------|----------|------------------|
| George L. Duncan      | 7,775,323 | 175,224  | 1,224,738        |
| Eric W. Hanson        | 7,292,385 | 658,162  | 1,224,738        |
| Jacqueline F. Moloney | 7,859,309 | 91,238   | 1,224,738        |
| Luis M. Pedroso       | 7,877,225 | 73,322   | 1,224,738        |
| Michael T. Putziger   | 7,789,207 | 161,340  | 1,224,738        |
| Carol L. Reid         | 7,876,898 | 73,649   | 1,224,738        |
| Michael A. Spinelli   | 7,811,472 | 139,075  | 1,224,738        |

2. To approve and adopt the Company's 2016 Stock Incentive Plan.

| For       | Against | Abstain | Broker Non-votes |
|-----------|---------|---------|------------------|
| 7,514,136 | 320,472 | 115,939 | 1,224,738        |

3. To ratify the Audit Committee's appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

| For       | Against | Abstain | Broker Non-votes |
|-----------|---------|---------|------------------|
| 9,058,081 | 69,771  | 47,433  | —                |



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.

ENTERPRISE BANCORP, INC.

Date: May 5, 2016 By: /s/ James A. Marcotte  
James A. Marcotte  
Executive Vice President, Treasurer and Chief Financial Officer