

TRUSTCO BANK CORP N Y  
Form 8-K/A  
September 07, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

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 18, 2017

TrustCo Bank Corp NY  
(Exact name of registrant as specified in its charter)

NEW YORK

0-10592

14-1630287

State or Other Jurisdiction of Incorporation or Organization

Commission File No.

I.R.S. Employer  
Identification  
Number

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302  
(Address of principal executive offices)

(518) 377-3311  
(Registrant's Telephone Number,  
Including Area Code)

NOT APPLICABLE  
(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 13e-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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TrustCo Bank Corp NY

#### EXPLANATORY NOTE

This Current Report on Form 8-K/A (the “Amendment”) amends the Current Report on Form 8-K filed by TrustCo Bank Corp NY (the “Company”) with the U.S. Securities and Exchange Commission on May 23, 2017 (the “Original Form 8-K”). The Original Form 8-K reported the final voting results of the Company’s annual meeting of shareholders held on May 18, 2017 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose the Company’s decision regarding how frequently it will conduct future shareholder advisory votes on the compensation of its named executive officers (“say on pay”). No other changes have been made to the Original Form 8-K.

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

(d) As reported on the Original Form 8-K, at the Annual Meeting, in accordance with the recommendation of the Board of Directors, the Company’s shareholders recommended, by advisory vote, that the frequency of future advisory say on pay votes be annually. In accordance with these results and its previous recommendation, the Board of Directors determined that future advisory say on pay votes will be held annually until the next required advisory vote on frequency of future say on pay votes. The next advisory vote regarding the frequency of future say on pay votes is required to occur no later than the Company’s 2023 annual meeting of shareholders.

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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 thereunto duly authorized.

Dated: September 7, 2017

TrustCo Bank Corp NY  
(Registrant)

By: /s/ Michael M. Ozimek  
Michael M. Ozimek  
Senior Vice President and  
Chief Financial Officer

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