

OFG BANCORP  
Form 8-K  
April 28, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 22, 2015**

**OFG BANCORP**

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

**Commonwealth of Puerto Rico**  
**(State or other Jurisdiction**

**of Incorporation)**

**001-12647**  
**(Commission**

**File No.)**

**66-0538893**  
**(I.R.S. Employer**

**Identification No.)**

**Oriental Center, 15<sup>th</sup> Floor**

**254 Muñoz Rivera Avenue**

**San Juan, Puerto Rico**  
**(Address of Principal Executive Offices)**

**00918**  
**(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 OFG Bancorp (the Company) held on April 22, 2015 (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*

Three nominees named in the Proxy Statement, Julian S. Inclán, Pedro Morazzani and Radamés Peña, were elected as directors to serve for a three-year term, and one nominee named in the Proxy Statement, Jorge Colón-Gerena, was elected as a director to serve a two-year term. The voting results with respect to each nominee and the percent of the votes cast represented by such shares were as follows:

Directors	For	%	Withheld	%	Broker Non-Votes
Julian S. Inclán	38,828,787	98.56	566,353	1.44	3,168,654
Pedro Morazzani	38,993,537	98.98	401,603	1.02	3,168,654
Radamés Peña	38,995,465	98.99	399,675	1.01	3,168,654
Jorge Colón-Gerena	38,993,062	98.98	402,078	1.02	3,168,654

*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 and the percent of the votes cast represented by such shares were as follows:

For	%	Against	%	Abstain	%	Broker Non-Votes
38,870,929	98.67	490,369	1.24	31,842	0.08	3,168,654

*Proposal 3 Ratification of Selection of Independent Registered Public Accounting Firm*

The proposal to ratify the selection of KPMG LLP as the Company's independent registered public accountants for the year ending December 31, 2015 was approved. The voting results and the percent of the votes cast represented by such shares were as follows (there were no broker non-votes):

For	%	Against	%	Abstain	%
42,136,918	99.00	394,628	0.93	30,248	0.07

**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.

Date: April 28, 2015

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