

NORTHEAST BANCORP /ME/  
Form 8-K  
November 20, 2014

**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): **November 20, 2014**

**Commission File No. 1-14588**

**NORTHEAST BANCORP**

(Exact name of registrant as specified in its charter)

**Maine**  
(State or other jurisdiction of incorporation)

**01-0425066**  
(IRS Employer Identification Number)

**500 Canal Street**  
**Lewiston, Maine**  
(Address of principal executive offices)

**04240**  
(Zip Code)

Registrant's telephone number, including area code: **(207) 786-3245**

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Former name or former address, if changed since last Report: N/A

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
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
  
  - Pre-commencement to communications pursuant to Rule 13e-4(c) under the Exchange Act
-

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

On November 20, 2014, Northeast Bancorp ( Northeast ) held its 2014 annual meeting of shareholders. At the annual meeting, the shareholders elected each of Robert R. Glauber, Adam J. Shapiro and Richard Wayne as a director for a term of three years and until their respective successors are duly elected and qualified. In addition, the shareholders (i) approved, on an advisory, non-binding basis, the named executive officer compensation and (ii) ratified the appointment of Ernst & Young LLP as Northeast s independent registered public accounting firm for the fiscal year ending June 30, 2015 and (iii) approved, on an advisory, non-binding basis, the frequency of the shareholder vote to approve the compensation of the named executive officers.

The voting results of each of the proposals submitted to the 2014 annual meeting of shareholders are set forth below:

1. To elect the three nominees named in the proxy statement as Class I directors, each to serve for a three-year term and until their respective successors are duly elected and qualified:

|                   | <b>FOR</b> | <b>WITHHOLD</b> | <b>BROKER NON-VOTES</b> |
|-------------------|------------|-----------------|-------------------------|
| Robert R. Glauber | 6,024,460  | 685,162         | 1,913,396               |
| Adam J. Shapiro   | 6,454,153  | 255,469         | 1,913,396               |
| Richard Wayne     | 6,593,655  | 115,967         | 1,913,396               |

2. To approve the advisory, non-binding proposal to approve the compensation of Northeast s named executive officers:

|  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|--|------------|----------------|----------------|-------------------------|
|  | 6,121,931  | 395,953        | 191,738        | 1,913,396               |

3. To ratify the appointment of Ernst & Young LLP as Northeast s independent registered public accounting firm for the fiscal year ending June 30, 2015:

|  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|--|------------|----------------|----------------|-------------------------|
|  | 8,589,881  | 11,331         | 21,806         |                         |

4. To approve, on an advisory, non-binding basis, the frequency of the shareholder vote to approve the compensation of the named executive officers:

|  | <b>1 YEAR</b> | <b>2 YEAR</b> | <b>3 YEAR</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|--|---------------|---------------|---------------|----------------|-------------------------|
|  | 6,569,346     | 21,160        | 98,255        | 20,861         | 1,913,396               |

**SIGNATURE**

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

NORTHEAST BANCORP

|        |                         |
|--------|-------------------------|
| By:    | /s/ Claire S. Bean      |
| Name:  | Claire S. Bean          |
| Title: | Chief Financial Officer |

Date: November 20, 2014