

UMPQUA HOLDINGS CORP
Form 8-K
April 19, 2012

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 and Exchange Act of 1934

Date of Report: April 18, 2012
(Date of earliest event reported)

Umpqua Holdings Corporation
(Exact Name of Registrant as Specified in Its Charter)

OREGON
(State or Other Jurisdiction of Incorporation or
Organization)

000-25597
(Commission File
Number)

93-1261319
(I.R.S. Employer Identification
Number)

One SW Columbia Street, Suite 1200
Portland, Oregon 97258
(address of Principal Executive Offices) (Zip Code)

(503) 727-4100

(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))

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) **Annual Meeting.** On April 17, 2012, Umpqua Holdings Corporation held its annual meeting of shareholders.

(b) **Election of Directors.** The following directors, who constitute the entire Board of Directors, were elected at the meeting by the votes indicated:

| Nominee | Percent | | Percent | | Percent | |
|------------------------|------------|-----------|----------|----------|----------|----------|
| | For | Against | of Voted | of Voted | of Voted | of Voted |
| Raymond P. Davis | 87,435,604 | 458,711 | 99.15 | 0.54 | 266,494 | 0.31 |
| Peggy Y. Fowler | 84,391,181 | 537,727 | 99.10 | 0.63 | 231,901 | 0.27 |
| Stephen M. Gambiae | 84,456,403 | 414,603 | 99.17 | 0.49 | 289,803 | 0.34 |
| William A. Lansing | 83,644,275 | 1,225,347 | 98.22 | 1.44 | 291,187 | 0.34 |
| Luis F. Machuca | 84,436,270 | 431,841 | 99.15 | 0.51 | 292,698 | 0.34 |
| Diane D. Miller | 84,503,436 | 407,801 | 99.23 | 0.48 | 249,572 | 0.29 |
| Dudley R. Slater | 84,458,510 | 405,937 | 99.18 | 0.48 | 296,362 | 0.35 |
| Hilliard C. Terry, III | 84,447,797 | 406,868 | 99.16 | 0.48 | 306,144 | 0.36 |
| Bryan L. Timm | 83,072,226 | 1,800,818 | 97.55 | 2.11 | 287,765 | 0.34 |
| Frank R.J. Whittaker | 84,464,220 | 411,421 | 99.18 | 0.48 | 285,168 | 0.33 |

At the annual meeting, shareholders also voted on the following matters:

Ratification of Auditors. The proposal to ratify the appointment of Moss Adams LLP as the company’s independent auditor for the fiscal year ending December 31, 2012, was approved with the following votes:

| | Voted | Percent of Voted |
|---------|------------|------------------|
| For | 98,581,734 | 98.14 |
| Against | 1,571,216 | 1.56 |
| Abstain | 298,219 | 0.30 |

“Say-on-Pay”. The proposal to approve, on a non-binding basis, the Company’s executive compensation, as described in the proxy statement, was approved with the following votes:

| | Voted | Percent of Voted |
|---------|------------|------------------|
| For | 81,200,281 | 95.35 |
| Against | 1,572,526 | 1.85 |
| Abstain | 2,388,002 | 2.80 |

Broker non-votes: 15,290,360---

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.

UMPQUA HOLDINGS CORPORATION
(Registrant)

By: /s/ Steven L. Philpott

Dated: April 18, 2012 Steven L. Philpott
Executive Vice President/General Counsel
Secretary
