
FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, DC 20429

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 26, 2018

OPUS BANK

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

33-0564430
(IRS Employer
Identification No.)

1990 MacArthur Blvd.,
12th Floor
Irvine, CA 92612
(Address, including zip code, of principal executive office)

Registrant's telephone number, including area code: (949) 250-9800

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 communication 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 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On April 26, 2018, Opus Bank (the “Bank”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). Set forth below are the three proposals that were voted on at the Annual Meeting and the stockholder votes received on each such proposal, as certified by the inspector of election for the Annual Meeting. The Bank’s stockholders approved each of the three proposals, which are described in detail in the Definitive Proxy Statement, as filed with the Federal Deposit Insurance Corporation on March 16, 2018. Other than the three proposals set forth below and described in the Definitive Proxy Statement, no other item was submitted at the Annual Meeting for stockholder action.

On the record date for the Annual Meeting, there were 35,975,558 shares of Bank common stock issued, outstanding and entitled to vote. Stockholders holding 33,829,340 shares of Bank common stock were present at the Annual Meeting, in person or represented by proxy.

Proposal 1: Each nominee for Class III of the Bank’s board of directors, as listed in the definitive Proxy Statement, was elected to serve a three-year term. The votes were as follows:*

Election of Directors	For	Withheld	Broker Non-Votes
Mark Deason	30,374,452	1,625,816	1,829,072
Mark Cicirelli	29,883,305	2,116,963	1,829,072

Proposal 2: The appointment of KPMG LLP as independent auditors of the Bank for the fiscal year ending December 31, 2018 was ratified, having received the following votes:**

For	Against	Abstain	Broker Non-Votes
<u>33,826,507</u>	<u>1,360</u>	<u>1,473</u>	<u>0</u>

Proposal 3: The proposed 2018 Long Term Incentive Plan was approved, having received the following votes:***

For	Against	Abstain	Broker Non-Votes
<u>31,501,521</u>	<u>497,454</u>	<u>1,293</u>	<u>1,829,072</u>

* The two (2) director nominees who received the greatest number of votes cast for director nominees were elected. Withheld votes were not counted either “for” or “against” the nominee. The election of directors is considered a “non-routine” item upon which brokerage firms are not permitted to vote at their discretion on behalf of their clients if such clients did not furnish voting instructions. Therefore, broker “non-votes” were not considered in determining whether a nominee received the affirmative vote of a plurality of the shares.

** The affirmative vote of holders of at least the majority of the shares for which votes are cast at the Annual Meeting is required to approve this proposal. Abstentions and broker non-votes were not counted as votes cast and, therefore, did not affect this proposal.

*** The affirmative vote of a majority of the votes cast at the meeting was required to approve the 2018 Long Term Incentive Plan. Broker non-votes and abstentions were counted for purposes of determining the presence of a quorum but were not counted as votes cast and, therefore, did not affect this proposal.

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: April 26, 2018

Opus Bank

By: /s/ Stephen H. Gordon

Name: Stephen H. Gordon

Title: President and
Chief Executive Officer