

Section 1: 8-K (FORM 8-K)

**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): June 8, 2020 (June 1, 2020)

OFG BANCORP

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-12647

(Commission File Number)

66-0538893

(IRS Employer Identification No.)

**Oriental Center, 15th Floor
254 Munoz Rivera Avenue
San Juan, Puerto Rico**

(Address of Principal Executive Offices)

00918

(Zip Code)

(787) 771-6800

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common shares, par value \$1.00 per share	OFG	New York Stock Exchange
7.125% Noncumulative Monthly Income Preferred Stock, Series A (\$25.00 liquidation preference per share)	OFG.PRA	New York Stock Exchange
7.0% Noncumulative Monthly Income Preferred	OFG.PRB	New York Stock Exchange

Stock, Series B (\$25.00 liquidation preference per share)
7.125% Noncumulative Perpetual Preferred Stock, Series D (\$25.00 liquidation preference per share)

OFG.PRD

New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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

At the annual meeting of shareholders of OFG Bancorp (the “Company”) held on June 1, 2020 (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

The nominees named in the Proxy Statement were elected to serve as directors for a one-year term or until their successors are duly elected and qualified. The voting results with respect to each nominee were as follows:

Directors	For	Withheld	Broker Non-Votes
Julian S. Inclán	44,690,259	1,050,409	3,014,415
José R. Fernández	45,472,930	267,738	3,014,415
Juan Carlos Aguayo	44,860,958	879,710	3,014,415
Jorge Colón Gerena	44,998,128	742,540	3,014,415
Néstor de Jesús	45,522,667	218,001	3,014,415
Susan Harnett	45,485,251	255,417	3,014,415
Pedro Morazzani	44,789,481	951,187	3,014,415
Edwin Pérez	45,123,707	616,961	3,014,415
Christa Steele	45,485,230	255,438	3,014,415

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 by a majority of the votes represented at the meeting. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
37,676,403	8,026,271	11,008	3,014,415

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

The proposal to amend the 2007 Omnibus Performance Incentive Plan, as amended and restated, as described in the Proxy Statement, was approved by a majority of the issued and outstanding shares of common stock. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
44,542,455	1,147,404	23,823	3,014,415

Proposal 4 - 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, 2020 was approved. The voting results were as follows (there were no broker non-votes):

For	Against	Abstain
47,775,447	931,186	21,464

