

TRUSTCO BANK CORP N Y
Form 8-K
May 28, 2013

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): May 23, 2013

TrustCo Bank Corp NY
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------|---------------------------------------|
| NEW YORK | 0-10592 | 14-1630287 |
| State or Other Jurisdiction of Incorporation or Organization | Commission File No. | I.R.S. Employer Identification Number |

5 SARNOWSKI DRIVE, GLENVILLE, NEW YORK 12302
(Address of principal executive offices)

(518) 377-3311
(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))

TrustCo Bank Corp NY

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

1. The Company held its regular annual shareholder meeting on May 23, 2013. Dennis A. De Gennaro, Joseph A. Lucarelli and Robert A. McCormick were elected as directors for three-year terms expiring at TrustCo's 2016 Annual Meeting. Shareholders approved the Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers. The appointment of Crowe Horwath LLP as TrustCo's independent auditors for 2013 was ratified by shareholders. The table below provides the vote count for each director and for the independent auditor ratification.

| | For | Withhold | For as a percentage of total shares voted | | Broker Non- Vote |
|-------------------------|------------|------------|--|---|---------------------|
| Dennis A. De Gennaro | 67,254,435 | 3,825,256 | 94.6 | % | 12,660,758 |
| Joseph A. Lucarelli | 67,159,132 | 3,920,558 | 94.5 | % | 12,660,758 |
| Robert A. McCormick | 52,067,908 | 19,011,782 | 73.3 | % | 12,660,758 |

| | For | Against | Abstain | For as a percentage of total shares voted | | Broker Non- Vote |
|---|------------|-----------|-----------|--|---|---------------------|
| Nonbinding Advisory Resolution on the Compensation of TrustCo's Named Executive Officers | 64,851,971 | 4,970,500 | 1,257,218 | 91.2 | % | 12,660,759 |

| | For | Against | Abstain | For as a percentage of total shares voted | | Broker Non- Vote |
|---|------------|-----------|---------|--|---|---------------------|
| Ratification of Crowe Horwath LLP | 81,287,206 | 1,607,185 | 846,057 | 97.1 | % | |

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: May 24, 2013

TrustCo Bank Corp NY
(Registrant)

By: /s/ Robert T. Cushing
Robert T. Cushing
Executive Vice President and
Chief Financial Officer
