

CAMDEN NATIONAL CORP
Form 8-K
April 24, 2018

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): April 24, 2018

Camden National Corporation
(Exact name of registrant as specified in its charter)

Maine	01-28190	01-0413282
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Two Elm Street, Camden, Maine	04843
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (207) 236-8821

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On April 24, 2018, the Board of Directors of Camden National Corporation (the "Company") elected Ms. Robin A. Sawyer to serve as a member of the Board of Directors effective April 24, 2018. Ms. Sawyer will serve as a member of the Board of Directors of the Company until the 2020 Annual Meeting of Shareholders, and will serve as the Chair of the Capital Committee and as a member of the Compensation Committee of the Company.

There are no understandings or arrangements between Ms. Sawyer and any other person pursuant to which Ms. Sawyer was selected as a director of the Company. There are no related party transactions between the Company and Ms. Sawyer reportable under Item 404(a) of Regulation S-K.

In connection with her service as a director, Ms. Sawyer will receive the Company's standard non-employee director cash compensation. Specifically, Ms. Sawyer will receive the \$10,000 annual cash retainer, \$1,000 per attended meeting of the Board of Directors, and \$500 per attended committee meeting.

Please refer to exhibit 99.1 filed with this report for the Company's press release announcing the election of Ms. Sawyer as director of the Company.

Item 7.01 Regulation FD.

The Company prepared an investor presentation with information about the Company, which was released on April 24, 2018, at the Company's 2018 Annual Shareholder meeting. The investor presentation is attached as Exhibit 99.2. The investor presentation is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities under that Section. Furthermore, the information contained in Exhibit 99.2 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this Report:

Exhibit No.	Description
<u>99.1</u>	<u>Press release dated April 24, 2018 announcing election of Robin A. Sawyer as director of Camden National Corporation.</u>
<u>99.2</u>	<u>Electronic investor presentation slides.</u>

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.

Dated: April 24, 2018

CAMDEN NATIONAL CORPORATION
(Registrant)

By: /s/ DEBORAH A. JORDAN

Deborah A. Jordan

Chief Operating Officer, Chief Financial Officer, and Principal Financial & Accounting Officer