

INDEPENDENT BANK CORP  
Form DEF 14A  
March 30, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

INDEPENDENT BANK CORP.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
Payment of Filing Fee (Check the appropriate box):  
 No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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March 30, 2017

Dear Fellow Shareholder:

I am pleased to invite you to our 2017 Annual Shareholder Meeting, which will be held at 10:00 a.m. on Thursday, May 18, 2017 at the DoubleTree by Hilton Boston, 929 Hingham Street, Rockland, Massachusetts. The formal meeting notice and proxy statement on the following pages contain information about the meeting. We are once again pleased to reduce the environmental impact of our proxy materials and lower the costs of delivery by furnishing you with a notice with instructions on how to access proxy materials over the internet and vote online. We will provide access to our proxy materials over the internet beginning on or about April 5, 2017 for the holders of record and beneficial owners of our common stock as of the close of business on March 24, 2017, the record date for our annual meeting. If you would like to receive a printed copy of proxy materials the notice provides instructions on how to request them.

Every shareholder vote is important. You can ensure that your shares are represented at the annual meeting by voting and submitting your proxy as promptly as possible. Voting procedures are described in the proxy statement.

I am extremely pleased that my colleague Gerard F. Nadeau, who has led our commercial lending division for many years, recently agreed to serve as the President of Rockland Trust and join me on our Board. I continue to serve as the Chief Executive Officer and President of our company and as the Chief Executive Officer of Rockland Trust, and look forward to working closely with Gerry to perpetuate our success for years to come.

Two of our directors, William P. Bissonnette and Maurice H. Sullivan, Jr., will retire this year upon reaching the age of 72, the mandatory retirement age established by our governance principles. On behalf of our grateful shareholders, and the rest of our Board, I thank Bill and Maurice for their devoted service.

Mindful of the need for our Board composition to evolve to match our growing size and sophistication, the nominating committee has been hard at work developing director recruitment criteria to identify potential candidates whose experience can further strengthen our Board and provide for an orderly succession as current directors retire. Those ongoing efforts led to the appointment of Mary L. Lentz to our Board last fall and will lead to other announcements in the near future that will further strengthen our Board.

Thank you for your support. I hope to see you at the annual meeting.

Cordially,  
Christopher Oddleifson  
President and Chief Executive Officer  
Independent Bank Corp.  
Chief Executive Officer  
Rockland Trust Company

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DIRECTIONS TO ANNUAL MEETING

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DRIVING DIRECTIONS

From Boston and Points North:

• Take Route 93 South to Route 3 South

• Take Exit 14 (Rockland, Nantasket) off Route 3

- At the end of the exit ramp bear right onto Hingham Street (Route 228)

• The DoubleTree by Hilton Boston is located approximately 0.4 miles on the left behind Bellas Restaurant.

From Cape Cod:

• Take Route 3 North to Exit 14 (Rockland, Nantasket)

- At the end of the exit ramp turn left onto Hingham Street (Route 228)

• The DoubleTree by Hilton Boston is located approximately 0.7 miles on the left behind Bellas Restaurant.

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## NOTICE OF ANNUAL SHAREHOLDER MEETING

The Annual Shareholder Meeting of Independent Bank Corp. will be held at the

DOUBLETREE BY HILTON BOSTON

929 Hingham Street

Rockland, Massachusetts 02370

on May 18, 2017 at 10:00 a.m.

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At the annual meeting we will ask you to:

- (1) Reelect William P. Bissonnette, Daniel F. O'Brien, Christopher Oddleifson, Maurice H. Sullivan, Jr., and Brian S. Tedeschi as Class III Directors;
- (2) Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017;
- (3) Approve the Company's 2017 Executive Incentive Plan;
- (4) Approve, on an advisory basis, the compensation of our named executive officers;
- (5) Approve, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers; and
- (6) Transact any other business which may properly come before the annual meeting.

You may vote at the annual meeting if you were a shareholder of record at the close of business on March 24, 2017.

Important Notice Regarding Internet Availability of Proxy Materials for the May 18, 2017 Shareholder Meeting: The Proxy Statement and our Annual Report to Shareholders for the year ended December 31, 2016 are available at [www.envisionreports.com/INDB](http://www.envisionreports.com/INDB).

By Order of the Independent Bank Corp. Board of Directors

Rockland, Massachusetts      Edward H.  
   Seksay  
March 30, 2017 General Counsel and Secretary

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YOUR VOTE IS IMPORTANT REGARDLESS OF HOW MANY SHARES YOU OWN. Please promptly vote your shares. Voting procedures are described in the proxy statement.



INDEPENDENT BANK CORP. PROXY STATEMENT  
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PROXY SUMMARY

This summary highlights information described in more detail elsewhere in this proxy statement. It does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. For more complete information about our Company’s 2016 performance, please review our 2016 Annual Report on Form 10-K.

2017 Annual Shareholder Meeting

Date and Time: Thursday, May 18, 2017, at 10:00 a.m. eastern time

Place: DoubleTree by Hilton Boston  
929 Hingham Street  
Rockland, Massachusetts 02370

Record Date: March 24, 2017

Voting Matters and Board Recommendations

Proposal	Board Recommendation	For More Information																																				
<p>Reelect William P. Bissonnette, Daniel F. O’Brien,                      Proposal 1 - Christopher Oddleifson, Maurice H. Sullivan, Jr.,                      and Brian S. Tedeschi as Class III Directors</p>	<p>“FOR” all nominees</p>	<p>Page <u>4</u></p>																																				
<table border="0"> <thead> <tr> <th style="text-align: left;">Name</th> <th style="text-align: left;">Age</th> <th style="text-align: left;">Director Since</th> <th style="text-align: left;">Primary Occupation</th> <th style="text-align: left;">Committee Memberships</th> <th style="text-align: left;">Independent</th> </tr> </thead> <tbody> <tr> <td>William P. Bissonnette</td> <td>71</td> <td>2009</td> <td>Retired CPA</td> <td>E, T</td> <td>ü</td> </tr> <tr> <td>Daniel F. O’Brien</td> <td>61</td> <td>2009</td> <td>CPA and Lawyer</td> <td>A, C, E, T</td> <td>ü</td> </tr> <tr> <td>Christopher Oddleifson</td> <td>58</td> <td>2003</td> <td>President and CEO</td> <td>E, T</td> <td>CEO</td> </tr> <tr> <td>Maurice H. Sullivan, Jr.</td> <td>71</td> <td>2015</td> <td>Retired CEO and Lawyer</td> <td>E, T</td> <td>ü</td> </tr> <tr> <td>Brian S. Tedeschi</td> <td>67</td> <td>1980</td> <td>Retired Real Estate Developer</td> <td>E, T</td> <td>ü</td> </tr> </tbody> </table> <p>A - Audit Committee T - Trust Committee E - Executive Committee C - Compensation Committee</p>	Name	Age	Director Since	Primary Occupation	Committee Memberships	Independent	William P. Bissonnette	71	2009	Retired CPA	E, T	ü	Daniel F. O’Brien	61	2009	CPA and Lawyer	A, C, E, T	ü	Christopher Oddleifson	58	2003	President and CEO	E, T	CEO	Maurice H. Sullivan, Jr.	71	2015	Retired CEO and Lawyer	E, T	ü	Brian S. Tedeschi	67	1980	Retired Real Estate Developer	E, T	ü		
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<p>Ratify the appointment of Ernst &amp; Young LLP as the                      Proposal 2 - Company's independent registered public accounting “FOR”                      firm for 2017</p>		<p>Page <u>5</u></p>																																				
<p>Approve the Company's 2017 Executive Incentive                      Proposal 3 - Plan</p>																																						