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

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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

**Associated Banc-Corp**

(Exact name of registrant as specified in its chapter)

**Wisconsin**

**001-31343**

**39-1098068**

(State or other jurisdiction of incorporation)

(Commission  
File Number)

(IRS Employer Identification No.)

**433 Main Street, Green Bay, Wisconsin**

**54301**

(Address of principal executive offices)

(Zip code)

**Registrant's telephone number, including area code** 920-491-7500

(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 (see General Instruction A.2. below):

- 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 5.07. Submission of Matters to a Vote of Security Holders.**

The results of the matters submitted to a shareholder vote at the 2018 Annual Meeting of Shareholders of Associated Banc-Corp (the “Company”) held on April 24, 2018 were as follows:

**(1) Election of the below-named nominees to the Board of Directors of the Company:**

<b>Nominee</b>	<b>Number of Votes FOR</b>	<b>Number of Votes Withheld</b>	<b>Broker Non-Votes</b>
John F. Bergstrom	125,117,987	3,106,550	20,000,282
Michael T. Crowley, Jr.	127,174,596	1,049,941	20,000,282
Philip B. Flynn	127,429,432	795,105	20,000,282
R. Jay Gerken	127,543,058	681,479	20,000,282
Judith P. Greffin	127,662,908	561,629	20,000,282
William R. Hutchinson	127,384,016	840,521	20,000,282
Robert A. Jeffe	127,474,713	749,824	20,000,282
Eileen A. Kamerick	124,947,256	3,277,281	20,000,282
Gale E. Klappa	104,380,052	23,844,485	20,000,282
Richard T. Lommen	124,910,272	3,314,265	20,000,282
Cory L. Nettles	127,458,662	765,875	20,000,282
Karen T. van Lith	125,356,110	2,868,427	20,000,282
John (Jay) B. Williams	127,715,887	508,650	20,000,282

Each of the nominees was elected.

**(2) Advisory approval of the Company’s named executive officer compensation:**

<b>Number of Votes FOR</b>	<b>Number of Votes Against</b>	<b>Withheld/Abstentions</b>	<b>Broker Non-Votes</b>
101,470,453	25,552,231	1,201,853	20,000,282

**(3) Advisory vote on the frequency of votes on advisory approval of the Company’s named executive officer compensation:**

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Withheld/Abstentions</b>
114,716,019	305,272	12,646,016	557,230

The Company’s shareholders approved one year as the frequency of shareholder votes on the Company’s named executive officer compensation. Consistent with the recommendation by the Board of Directors of the Company (the “Board”) and in light of the vote of the Company’s shareholders on this proposal, the Board has determined that the Company will hold an advisory vote on the Company’s named executive officer compensation on an annual basis.

**(4) Ratification of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2018:**

<b>Number of Votes FOR</b>	<b>Number of Votes Against</b>	<b>Withheld/Abstentions</b>	<b>Broker Non-Votes</b>
144,237,351	3,435,073	552,395	0

This matter was ratified by the Company’s shareholders.

**Item 8.01. Other Events.**

On April 24, 2018, the Board declared a dividend on the Company's outstanding common stock, outstanding 6.125% Perpetual Preferred Stock, Series C Depositary Shares, and outstanding 5.375% Preferred Stock, Series D Depositary Shares.

On April 24, 2018, the Board also authorized the repurchase of up to \$100 million of the Company's common stock. This repurchase authorization is in addition to the authority remaining under the previous program.

The press release containing this information is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated April 24, 2018

## 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.

Associated Banc-Corp  
(Registrant)

Date: April 26, 2018

By: /s/ Randall J. Erickson  
Randall J. Erickson  
Executive Vice President, General Counsel and  
Corporate Secretary

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## **Section 2: EX-99.1 (PRESS RELEASE DATED APRIL 24, 2018)**

**EXHIBIT 99.1**



## **NEWS RELEASE**

### **Investor Contact:**

Robb Timme, Vice President, Investor Relations  
920-491-7059

### **Media Contact:**

Jennifer Kaminski, Vice President, Public Relations Senior Manager  
920-491-7576

## **Associated Announces Annual Meeting Results, Dividends and Share Repurchase Program**

**GREEN BAY, Wis.** — April 24, 2018 — Associated Banc-Corp (NYSE:ASB) (“Associated”) today announced the results of the actions taken at its 2018 Annual Meeting of Shareholders.

The following directors were re-elected:

- William R. Hutchinson, chairman, Associated Banc-Corp, and president, W.R. Hutchinson & Associates, Inc.
- Philip B. Flynn, president and chief executive officer, Associated Banc-Corp
- John F. Bergstrom, chairman and chief executive officer, Bergstrom Corp.
- Michael T. Crowley, Jr., past chairman, Bank Mutual Corporation
- R. Jay Gerken, director of 18 mutual funds associated with Sanford C. Bernstein Fund, Inc.
- Judith P. Greffin, former chief investment officer, Allstate Corporation
- Robert A. Jeffe, director, OAG Analytics, Inc.
- Eileen A. Kamerick, adjunct professor of law and consultant
- Gale E. Klappa, chairman and chief executive officer, WEC Energy Group
- Richard T. Lommen, chairman, Courtesy Corp.
- Cory L. Nettles, founder and managing director, Generation Growth Capital, Inc.

- Karen T. van Lith, business consultant
- John (Jay) B. Williams, chairman, Church Mutual Insurance Company

Shareholders also (1) approved named executive officer compensation, (2) approved an annual vote on Associated Banc-Corp's named executive officer compensation, and (3) ratified the selection of KPMG LLP as Associated's independent accounting firm for 2018.

The Associated Board of Directors declared a regular quarterly cash dividend of \$0.15 per common share, payable on June 15, 2018, to shareholders of record at the close of business on June 1, 2018.

The Board of Directors also declared a regular quarterly cash dividend of \$0.3828125 per depositary share on Associated's 6.125% Series C Perpetual Preferred Stock, payable on June 15, 2018, to shareholders of record at the close of business on June 1, 2018.

The Board of Directors also declared a regular quarterly cash dividend of \$0.3359375 per depositary share on Associated's 5.375% Series D Perpetual Preferred Stock, payable on June 15, 2018, to shareholders of record at the close of business on June 1, 2018.

In addition, the Board authorized the repurchase of up to \$100 million of Associated's common stock. This repurchase authorization is in addition to the authority remaining under the previous program. Repurchases under such programs are subject to regulatory limitations and may occur from time to time in open market purchases, block transactions, accelerated share repurchase programs or similar facilities.

## **ABOUT ASSOCIATED BANC-CORP**

Associated Banc-Corp (NYSE: ASB) has total assets of \$33 billion and is one of the top 50, publicly traded, U.S. bank holding companies. Headquartered in Green Bay, Wis., Associated is a leading Midwest banking franchise, offering a full range of financial products and services in over 270 banking locations serving more than 110 communities throughout Wisconsin, Illinois and Minnesota, and commercial financial services in Indiana, Michigan, Missouri, Ohio and Texas. Associated Bank, N.A. is an Equal Housing Lender, Equal Opportunity Lender and Member FDIC. More information about Associated Banc-Corp is available at [www.associatedbank.com](http://www.associatedbank.com).

## **FORWARD LOOKING STATEMENTS**

*Statements made in this document which are not purely historical are forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995. This includes any statements regarding management's plans, objectives, or goals for future operations, products or services, and forecasts of its revenues, earnings or other measures of performance. Such forward-looking statements may be identified by the use of words such as "believe", "expect", "anticipate", "plan", "estimate", "should", "will", "intend", "outlook", or similar expressions. Forward-looking statements are based on current management expectations and, by their nature, are subject to risks and uncertainties. Actual results may differ materially from those contained in the forward-looking statements. Factors which may cause actual results to differ materially from those contained in such forward-looking statements include those identified in the company's most recent Form 10-K and subsequent SEC filings. Such factors are incorporated herein by reference.*

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