

Bancorp, Inc.  
Form 8-K  
May 19, 2011

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 12, 2011

The Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-51018

Delaware  
(State or other jurisdiction of  
incorporation)

23-3016517  
(IRS Employer  
Identification No.)

409 Silverside Road  
Wilmington, DE 19809  
(Address of principal executive offices, including zip code)

302-385-5000  
(Registrant's telephone number, including area code)

(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))

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

(a) The Annual Meeting of Stockholders of The Bancorp, Inc. (the “Company”) was held on May 12, 2011.

(b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

1. The election of a Board of Directors. All of the nominees for director were elected for one year terms. With respect to each nominee, the total number of broker non-votes was 4,829,303. The table below sets forth the voting results for each director.

| Name of Nominee      | Votes For  | Votes Withheld |
|----------------------|------------|----------------|
| Betsy Z. Cohen       | 24,708,676 | 187,359        |
| Daniel G. Cohen      | 24,671,923 | 223,979        |
| Walter T. Beach      | 24,708,969 | 186,863        |
| Michael J. Bradley   | 24,795,328 | 100,504        |
| Matthew Cohn         | 24,754,335 | 141,497        |
| Leon A. Huff         | 24,796,370 | 100,462        |
| William H. Lamb      | 20,715,043 | 4,181,859      |
| Frank M. Mastrangelo | 24,708,378 | 188,524        |
| James J. McEntee III | 20,686,257 | 4,210,575      |
| Linda Schaeffer      | 20,687,072 | 4,209,760      |
| Joan Specter         | 24,703,989 | 191,843        |

2. The non-binding resolution to approve the 2010 compensation program for the named executive officers was approved by the stockholders by the following vote:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 17,098,936 | 7,629,257     | 171,392     |

There were 4,829,303 broker non-votes on the proposal.

3. The non-binding resolution to approve the frequency of votes on executive compensation was approved by the stockholders by the following vote:

| Every 1 Year | Every 2 Years | Every 3 years | Abstentions |
|--------------|---------------|---------------|-------------|
| 23,149,636   | 58,431        | 1,542,129     | 149,389     |

There were 4,829,303 broker non-votes on the proposal.

4. The to approve the Company’s Stock Option and Equity Plan of 2011 was approved by the stockholders by the following vote:

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| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 20,110,386 | 4,656,514     | 132,685     |

There were 4,829,303 broker non-votes on the proposal.

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5. The selection of Grant Thornton LLP as independent public accountants for the fiscal year ending December 31, 2011 was approved by the stockholders by the following vote:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 29,669,431 | 51,717        | 7,740       |

There were no broker non-votes on the proposal.

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Signature(s)

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.

Date: May 16, 2011

The Bancorp, Inc.

By: /s/ Paul Frenkiel  
Name: Paul Frenkiel  
Title: Chief Financial Officer and  
Secretary

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