

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 14, 2013

**First Midwest Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of Incorporation)

**0-10967**  
(Commission  
File Number)

**36-3161078**  
(IRS Employer  
Identification No.)

**One Pierce Place, Suite 1500, Itasca, Illinois**  
(Address of principal executive offices)

**60143**  
(Zip Code)

**(630) 875-7450**  
(Registrant's telephone number, including area code)

**N/A**  
(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 Company held its Annual Meeting of Stockholders on May 14, 2013 (“Annual Meeting”). A total of 67,784,457 shares of common stock of the Company were represented in person or by proxy at the Annual Meeting, which represented approximately 90.17% of the Company’s total outstanding shares of common stock.
- (b) At the Annual Meeting, stockholders voted on the matters set forth below.

**Item 1 – Election of Directors.** All of the nominees for election to the Company’s Board of Directors were elected, each for a three-year term, upon the following votes:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Brother James Gaffney	59,189,222	3,890,306	7,529	4,697,400
Patrick J. McDonnell	59,298,402	3,618,810	169,845	4,697,400
Michael L. Scudder	59,573,276	3,489,483	24,298	4,697,400
John L. Sterling	59,055,534	3,977,176	54,347	4,697,400
J. Stephen Vanderwoude	59,146,458	3,886,402	54,197	4,697,400

**Item 2 – Appointment of Independent Registered Public Accounting Firm.** The appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified (advisory vote), upon the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
66,903,303	845,716	35,438	-0-

**Item 3 – Advisory Vote on the Company’s Executive Compensation.** The compensation paid by the Company to its named executive officers was approved on an advisory basis, upon the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
58,100,240	4,769,666	217,151	4,697,400

**Item 4 – Amendments to the Company’s Omnibus Stock and Incentive Plan.** The amendments to the Company’s Omnibus Stock and Incentive Plan were approved, upon the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
60,791,632	1,754,863	540,562	4,697,400

## **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.

First Midwest Bancorp, Inc.

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(Registrant)

Date: May 17, 2013

/s/ NICHOLAS J. CHULOS

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By: Nicholas J. Chulos  
Executive Vice President, Corporate Secretary  
and General Counsel