

OFG BANCORP  
Form 8-K  
April 29, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 23, 2014

**OFG BANCORP**

*(Exact Name of Registrant as Specified in its Charter)*

Commonwealth of Puerto Rico	001-12647	66-0538893
<i>(State or other Jurisdiction of Incorporation)</i>	<i>(Commission File No.)</i>	<i>(I.R.S. Employer Identification No.)</i>
Oriental Center, 15 <sup>th</sup> Floor 254 Muñoz Rivera Avenue San Juan, Puerto Rico		00918
<i>(Address of Principal Executive Offices)</i>		<i>(Zip Code)</i>

Registrant's telephone number, including area code: (787) 771-6800

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(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))

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

At the annual meeting of shareholders of OFG Bancorp (the “Company”) held on April 23, 2014 (the “Annual Meeting”), the proposals listed below were submitted to a vote of shareholders as set forth in the Company’s definitive proxy statement (the “Proxy Statement”) for the Annual Meeting.

*Proposal 1 — Election of Directors*

The three nominees named in the Proxy Statement, Juan C. Aguayo, Rafael F. Martínez and Francisco Arriví, were elected as directors. The voting results with respect to each nominee and the percent of the shares voted were as follows (there were no broker non-votes):

Directors	For	%	Withheld	%
Juan C. Aguayo	35,984,580	98.06	711,406	1.94
Rafael F. Martínez	35,614,521	97.05	1,081,465	2.95
Francisco Arriví	35,701,752	97.29	994,264	2.71

*Proposal 2 — Advisory Vote on Executive Compensation*

The compensation of the Company’s named executive officers, as described in the Proxy Statement, was approved on an advisory basis. The voting results and the percent of the shares voted were as follows (there were no broker non-votes):

For	%	Against	%	Abstain	%
35,929,899	97.91	618,429	1.68%	147,658	0.40

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OFG BANCORP**

Date: April 29, 2014

By:           /s/ Carlos O. Souffront          

Carlos O. Souffront

General Counsel and

Secretary of the Board of Directors

