

UMB FINANCIAL CORP  
Form 8-K  
April 27, 2012

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): 4/24/2012

UMB FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number : 0-4887

|   |                                      |
|---|--------------------------------------|
| MO  | 43-0903811                           |
| (State or other jurisdiction of<br>incorporation) | (IRS Employer<br>Identification No.) |

1010 Grand Blvd., Kansas City, MO 64106

(Address of principal executive offices, including zip code)

(816) 860-7000

(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 13c-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

The annual meeting of shareholders of UMB Financial Corporation was held on April 24, 2012. As of the record date, there were a total of 40,551,550 shares outstanding and entitled to vote at the annual meeting. At the annual meeting, 37,267,171 shares were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Board of Directors to a vote of the shareholders:

1. Election of four directors to hold office until the Annual Meeting of 2013. The nominees for the directorships received the following votes:

| <u>Director</u>   | <u>For</u> | <u>Withhold</u> | <u>Broker<br/>Non-Votes</u> |
|-------------------|------------|-----------------|-----------------------------|
| Nancy K. Buese    | 34,187,727 | 182,216         | 2,897,228                   |
| J Mariner Kemper  | 33,712,768 | 657,175         | 2,897,228                   |
| Thomas D. Sanders | 33,919,995 | 449,948         | 2,897,228                   |
| L. Joshua Sosland | 31,495,413 | 2,874,530       | 2,897,228                   |

Based on the votes set forth above, each of the nominees was elected to serve as a director until the Annual Meeting in 2013.

2. Ratification of the Audit Committee's retention of Deloitte & Touche LLP to serve as the Company's independent auditors and to examine and audit the consolidated financial statements of the Company for the fiscal year 2012. The proposal received the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 36,824,977 | 389,124        | 53,070         | 0                       |

3. Consideration of the shareholder proposal asking the Board of Directors to adopt a policy, in addition to the Company's current Policy Against Hedging Transactions, that would prohibit named executive officers and directors from engaging in derivative, speculative or hedging transactions involving Company stock, and from pledging Company stock as collateral for a loan. The proposal received the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non<br/>Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 12,159,752 | 19,780,658     | 2,429,533      | 2,897,228                   |

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.

|                           |   |
|---------------------------|---|
| UMB FINANCIAL CORPORATION |   |
| By:                       | /s/ Michael D. Hagedorn                           |
|                           | Michael D. Hagedorn<br>Vice Chairman, CFO and CAO |

Date: April 27, 2012