

WASHINGTON TRUST BANCORP INC

Form 8-K

October 25, 2017

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): October 19, 2017

WASHINGTON TRUST BANCORP, INC.

(Exact Name of Registrant as Specified in Charter)

Rhode Island 001-32991 05-0404671

(State or other jurisdiction of (Commission File Number) (IRS Employer Identification No.)
incorporation)

23 Broad Street

Westerly, Rhode Island 02891

(Address of Principal Executive Offices) (Zip Code)

(401) 348-1200

(Registrant's telephone number, including area code)

N/A

(Former name or address, if changed from 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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 19, 2017, the Board of Directors of Washington Trust Bancorp, Inc. (the “Corporation”) approved an amendment to Section 4.12 of the Corporation’s Amended and Restated By-laws to increase the maximum age for a director's resignation from the Board of Directors from age 70 to age 72. This change brings the By-laws fully in line with amendments to the By-laws and the Corporate Governance Guidelines adopted by the Board on November 19, 2015.

The Corporation's Amended and Restated By-laws is filed as Exhibit 3.4 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3.4Amended and Restated By-laws of Washington Trust Bancorp, Inc.

SIGNATURES

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

WASHINGTON TRUST BANCORP, INC.

Date: October 25, 2017 By: /s/ David V. Devault

David V. Devault

Vice Chair, Secretary and Chief Financial Officer