
Section 1: 8-K (8-K)

**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 18, 2020

Randolph Bancorp, Inc.
(Exact Name of Registrant as Specified in its Charter)

Massachusetts
(State or other jurisdiction
of incorporation)

001-37780
(Commission
File Number)

81-1844402
(IRS Employer
Identification Number)

10 Cabot Place, Stoughton, Massachusetts 02072
(Address of principal executive offices)

(877) 963-2100
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|--------------------------|--|
| Common Stock, par value \$0.1 per share | RNDB | The NASDAQ Stock Market LLC |

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 5.07 Submission of Matters to a Vote of Security Holders

On May 18, 2020, at the Annual Meeting of Shareholders of Randolph Bancorp, Inc. (the “Company”) (the “Annual Meeting”), there were present by proxy 4,990,503 shares of the Company’s common stock, representing approximately 91.25% of the total outstanding eligible votes. The following is a brief description of each matter voted on at the Annual Meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each matter.

1. Election of three persons to the Board of Directors as Class I Directors, each to serve a three-year term and until his or her successor is elected and qualified:

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|-------------------------|------------|-----------------|----------------------------|
| William M. Parent | 3,408,203 | 104,718 | 1,477,582 |
| Richard C. Pierce, Esq. | 3,281,889 | 231,032 | 1,477,582 |
| Janis E. Wentzell | 3,315,351 | 197,570 | 1,477,582 |

2. Ratification of the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------------|----------------|----------------|
| 4,721,821 | 220,566 | 48,116 |

SIGNATURE

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 hereunder duly authorized.

Randolph Bancorp, Inc.

By: /s/ William M. Parent

William M. Parent

President and Chief Executive Officer

Date: May 19, 2020

[\(Back To Top\)](#)