

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): May 16, 2019 (May 15, 2019)

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**BankUnited, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-35039**  
(Commission File Number)

**27-0162450**  
(I.R.S. Employer Identification No.)

**14817 Oak Lane**  
**Miami Lakes, FL 33016**  
(Address of principal executive offices) (Zip Code)

**(305) 569-2000**  
(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:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	BKU	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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

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

On May 15, 2019, BankUnited, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) and the following proposals were voted on:

**Proposal No. 1:** To elect nine directors to the Company’s Board of Directors (the “Board”) to serve until the next annual meeting of stockholders and until that person’s successor is duly elected and qualified, or until that person’s earlier, death, resignation or removal.

**Proposal No. 2:** To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for 2019.

**Proposal No. 3:** To hold an advisory vote to approve the compensation of the Company’s named executive officers.

Each proposal is described in detail in the Company’s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 5, 2019, and amended on April 8, 2019. The results of such stockholder votes are set forth below.

**Proposal No. 1:** All of the director nominees were elected to the Board based on the following votes:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Tere Blanca	79,879,823	1,140,852	5,055,367
John N. DiGiacomo	79,673,350	1,347,325	5,055,367
Michael J. Dowling	74,714,699	6,305,976	5,055,367
Douglas J. Pauls	79,672,612	1,348,063	5,055,367
A. Gail Prudenti	78,640,951	2,379,724	5,055,367
William S. Rubenstein	80,912,489	108,186	5,055,367
Rajinder P. Singh	77,669,778	3,350,897	5,055,367
Sanjiv Solti, Ph.D.	80,914,233	106,442	5,055,367
Lynne Wines	78,256,597	2,764,078	5,055,367

**Proposal No. 2:** The proposal to ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
84,878,286	1,167,379	30,377	—

**Proposal No. 3:** The advisory vote to approve the compensation of the Company’s named executive officers received the following votes:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
53,169,862	27,816,990	33,823	5,055,367

**Signature**

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.

BANKUNITED, INC.

Dated: May 16, 2019

By:           /s/ Leslie Lunak            
Name: Leslie Lunak  
Title: Chief Financial Officer