
Section 1: 8-K (8-K)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 23, 2019

EVERTEC, Inc.

(Exact name of registrant as specified in its charter)

Puerto Rico
**(State or other jurisdiction of
incorporation or organization)**

66-0783622
**(I.R.S. employer
identification number)**

**Cupey Center Building, Road 176, Kilometer 1.3,
San Juan, Puerto Rico**
(Address of principal executive offices)

00926
(Zip Code)

(787) 759-9999
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, 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 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 Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	EVTC	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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

EVERTEC, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 23, 2019 (the “Annual Meeting”). As further discussed on Item 5.07 below, during the Annual Meeting the Company's stockholders elected all the nominees for election as Directors of the Company. Subsequently, the Company's Board of Directors approved committee assignments for its members as follows: Mr. Frank G. D'Angelo was appointed Chairman of the Compensation Committee and shall continue to serve as a member of the Information Technology Committee; Ms. Olga Botero shall continue to serve as Chairwoman of the Information Technology Committee and was appointed to the Audit Committee; Mr. Jorge A. Junquera shall continue to serve as a member of the Audit Committee and was appointed to the Compensation Committee; Mr. Iván Pagán was appointed to the Audit Committee and the Information Technology Committee; Mr. Aldo J. Polak was appointed to the Compensation Committee and the Nominating and Corporate Governance Committee; Mr. Alan H. Schumacher shall continue to serve as Chairman of the Audit Committee and a member of the Nominating and Corporate Governance Committee; Mr. Brian J. Smith was appointed as Chairman of the Nominating and Corporate Governance Committee and will continue to serve as a member of the Compensation Committee; and Mr. Thomas W. Swidarski was appointed to the Information Technology Committee and the Nominating and Corporate Governance Committee.

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

At the Annual Meeting the Company's stockholders voted on and approved three proposals, each of which is described in more detail in the Company's definitive proxy statement dated April 9, 2019. At the close of business on March 28, 2019, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 72,267,166 shares of the Company's stock, \$0.01 par value per share, each share being entitled to one vote, constituting all of the outstanding voting securities of the Company. Present at the Annual Meeting in person or by proxy were holders of shares representing 66,497,238 shares of Common Stock, constituting a quorum.

The final voting results were as follows:

Proposal 1: Election of Directors.

Name	For	Withheld	Broker Non-Votes
Frank G. D'Angelo	62,439,323	1,519,702	2,538,213
Morgan M. Schuessler, Jr.	63,872,470	86,555	2,538,213
Olga Botero	63,601,940	357,058	2,538,213
Jorge A. Junquera	63,596,468	362,557	2,538,213
Iván Pagán	63,856,184	102,841	2,538,213
Aldo J. Polak	63,855,742	103,283	2,538,213
Alan H. Schumacher	62,465,888	1,493,137	2,538,213
Brian J. Smith	61,845,529	2,113,496	2,538,213
Thomas W. Swidarski	63,360,147	598,878	2,538,213

Proposal 2: Advisory Vote on Executive Compensation.

For	Against	Abstain	Broker Non-Votes
61,702,251	2,169,471	87,303	2,538,213

Proposal 3: Ratification of the Appointment of Deloitte & Touch LLP as the Company's Independent Registered Public Accounting Firm.

For	Against	Abstain
66,376,111	72,849	48,278

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
<u>99.1</u>	<u>Press Release re: EVERTEC board welcomes two new members, Inc. dated May 24, 2019.</u>

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.

EVERTEC, Inc.

(Registrant)

Date: May 24, 2019

By: /s/ Luis A. Rodríguez

Name: Luis A. Rodríguez

Title: General Counsel & Executive Vice President

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press Release re: EVERTEC board welcomes two new members, Inc. dated May 24, 2019.

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Section 2: EX-99.1 (EXHIBIT 99.1)



EVERTEC BOARD WELCOMES TWO NEW MEMBERS

SAN JUAN, PUERTO RICO, May 24, 2019 - EVERTEC, Inc. (NYSE: EVTC) (“Evertec” or the “Company”) today announced that the Company’s shareholders elected two new members to the Evertec Board of Directors (the “Board”), Messrs. Iván Pagán and Aldo Polak. Ms. Teresita Loubriel and Mr. Néstor Rivera did not stand for re-election to the Board at the Annual Meeting.

Frank D’Angelo, Chairman of the Board stated, “We are pleased to welcome Messrs. Pagán and Polak to the Board. Their expertise in financial and M&A matters, as well as experience in the Caribbean and Latin American markets, will extend the breadth of knowledge on the Board; and represent valuable assets, particularly as the Company focuses on the continued expansion in Latin America. We would also like to thank Ms. Loubriel and Mr. Rivera for their dedication and service over their tenures on the Board.”

Until Mr. Pagán’s recent retirement in February 2019, he held various financial management and corporate development positions at Popular and Banco Popular de Puerto Rico. As Head of Corporate Development for 22 years, he managed mergers and acquisitions, divestitures, corporate reorganizations and strategic alliances for Popular, completing significant transactions in the United States, Latin America, Puerto Rico and the Caribbean. Mr. Pagán holds a BBA (Accounting) from the University of Puerto Rico and is a retired Certified Public Accountant.

Mr. Polak is the Chief Development & Investment Officer at Cisneros, where he oversees the development of the portfolio businesses of the overall group and evaluates, recommends, and executes investment decisions. Prior to Cisneros, Mr. Polak spent over 15 years as an investment banker, most recently heading Latin America at LionTree, a global investment and merchant banking firm. He currently serves as a director for LatinoU and is also involved with Endeavor, as a panelist and mentor to entrepreneurs. Mr. Polak earned his MBA from Stanford University, and his MS Chemical Engineering and BS Chemistry degrees from UDELAR in Uruguay.

About EVERTEC

EVERTEC, Inc. (NYSE: EVTC) is a leading full-service transaction processing business in Latin America, providing a broad range of merchant acquiring, payment processing and business solutions services. The Company manages a system of electronic payment networks that process more than two billion transactions annually and offers a comprehensive suite of services for core bank processing, cash processing and technology outsourcing. In addition, Evertec owns and operates the ATH® network, one of the leading personal identification number (“PIN”) debit networks in Latin America. Based in Puerto Rico, the Company operates in 26 Latin American countries and serves a diversified customer base of leading financial institutions, merchants, corporations and government agencies with “mission-critical” technology solutions. For more information, visit www.evertecinc.com.

Contact

Kay Sharpton

Investor Relations

(787) 773-5442

IR@evertecinc.com

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