

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
May 10, 2010

**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 10, 2010 (May 5, 2010)**

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**ENTERPRISE BANCORP, INC.**

(exact name of registrant as specified in charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**001-33912**  
(Commission  
File Number)

**04-3308902**  
(IRS Employer  
Identification No.)

**222 Merrimack Street**  
**Lowell, Massachusetts**  
(address of principal executive offices)

**01852**  
(Zip Code)

**(978) 459-9000**

(Registrant's telephone number, including area code)

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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))
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**Item 5.07**      **Submission of Matters to a Vote of Security Holders**



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At the annual meeting of shareholders, held on May 5, 2010, holders of the Company's common stock elected all of the Board's nominees to the Board of Directors and ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. Votes were cast as follows:

1. To elect five Directors of the Company, each for a three-year term:

Nominee	For	Withheld	Broker Non-votes
George L. Duncan	6,706,484	10,885	1,634,890
Eric W. Hanson	6,490,355	227,014	1,634,890
Michael T. Putziger	6,708,402	8,967	1,634,890
Carol L. Reid	6,710,988	6,381	1,634,890
Michael A. Spinelli	6,710,220	7,149	1,634,890

2. To ratify the Audit Committee's appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2009.

For	Against	Abstain	Broker Non-votes
8,324,407	11,169	16,683	0

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**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.

**ENTERPRISE BANCORP, INC.**

Date: May 10, 2010

By:

/s/ James A. Marcotte  
James A. Marcotte  
Executive Vice President, Treasurer  
and Chief Financial Officer