

**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 **January 24, 2020**  
(Date of earliest event reported)

**BANK OF HAWAII CORP**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**1-6887**  
(Commission File Number)

**99-0148992**  
(IRS Employer Identification No.)

**130 Merchant Street**  
(Address of principal executive offices)

**Honolulu**  
(City)

**Hawaii**  
(State)

**96813**  
(Zip Code)

**(888) 643-3888**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>	
<b>Common Stock</b>	<b>\$0.01 Par Value</b>	<b>BOH</b>	<b>New York Stock Exchange</b>

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 (see General Instruction A.2. below):

- 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 5.02 (b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 24, 2020, the Human Resources and Compensation Committee of the Company approved the material terms of separation agreements with Mr. Kent T. Lucien, Vice Chairman and Chief Strategy Officer and Mark A. Rossi, Vice Chairman, Chief Administrative Officer, General Counsel and Corporate Secretary in connection with their respective retirements from the Company. Mr. Lucien's retirement date is set for April 24, 2020 and Mr. Rossi's retirement date is set for July 1, 2020. Among other things, the separation agreements provide for payment of the amount of \$760,000.00 to Mr. Lucien and payment of the amount of \$1,225,000.00 to Mr. Rossi and include customary separation agreement provisions including nondisclosure, nonsolicitation, noncompetition and confidentiality clauses, waivers and releases. The amounts payable to Messrs. Lucien and Rossi include partial year accruals of current year incentive plans and recognition of certain previously granted but not yet vested restricted stock. Mr. Lucien shall retain his position of Director with the Company and continue to serve as a member of its Board of Directors.

---

**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.

Date: January 30, 2020

Bank of Hawaii Corporation

By: /s/ Mark A. Rossi

Mark A. Rossi

Vice Chairman and Corporate Secretary