

**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 26, 2023

BANK OF HAWAII CORPORATION

(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)

Not Applicable

(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(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	BOH	New York Stock Exchange
Depository Shares, Each Representing 1/40 th Interest in a Share of 4.375% Fixed Rate Non-Cumulative Preferred Stock, Series A	BOH.PRA	New York Stock Exchange

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))

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 (d) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 26, 2023, the Board of Directors of Bank of Hawaii Corporation (the “Company”), in accordance with the provisions of the Company’s Certificate of Incorporation and By-Laws (the “Corporate Documents”), increased the authorized number of directors of the Company from 14 to 15. Further, in accordance with the provisions of the Corporate Documents, the Board of Directors of the Company elected Suzanne Vares-Lum to serve as independent director of the Company in the newly created directorship resulting from the increase in the authorized number of directors from 14 to 15, to serve until the annual election of directors at the Company’s next annual shareholder meeting, subject to her earlier death, disqualification, resignation or removal. Ms. Vares-Lum will serve as a member of the Company’s Nominating and Corporate Governance Committee and Fiduciary and Investment Management Committee. Ms. Vares-Lum will participate in the existing director compensation and restricted stock program, pro-rated to reflect the remaining balance of the annual director term.

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: June 2, 2023

Bank of Hawaii Corporation

By: /s/ Patrick M. McGuirk

Patrick M. McGuirk

Senior Executive Vice President and Corporate Secretary
