

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1  
to

**FORM S-8**

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**BANK OF HAWAII CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**99-0148992**  
(I.R.S. Employer Identification No.)

**130 Merchant Street**  
**Honolulu, Hawaii**  
(Address of Principal  
Executive Offices)

**96813**  
(Zip Code)

**BANK OF HAWAII CORPORATION**  
**2004 STOCK AND INCENTIVE COMPENSATION PLAN**  
(Full title of the plan)

**Mark A. Rossi**  
**Vice Chairman and Chief Administrative Officer**  
**Bank of Hawaii Corporation**  
**130 Merchant Street**  
**Honolulu, Hawaii 96813**  
(Name and address of agent for service)

**(808) 694-8366**  
(Telephone number, including area code)

**Copy to:**

**Brian DeFoe, Esq.**  
Lane Powell PC  
1420 Fifth Avenue, Suite 4200  
Seattle, WA 98101-2338

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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### **Deregistration of Securities**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 filed by Bank of Hawaii Corporation (the “Company”) on July 28, 2014 (File No. 333-176463) (the “Registration Statement”) is being filed for the purpose of deregistering the remaining shares of the Company’s Common Stock and the associated plan interests that were originally registered for issuance under the Bank of Hawaii Corporation 2004 Stock and Incentive Compensation Plan (the “Prior Plan”).

On April 25, 2014, the stockholders of the Company approved the Bank of Hawaii Corporation 2014 Stock and Incentive Plan (the “New Plan”) and on April 30, 2014, the Prior Plan was terminated. Accordingly, the Company hereby deregisters 1,203,447 shares of the Company’s Common Stock (the “Carried-Over Shares”), which represents the shares that remained unissued and available under the Prior Plan and the Registration Statement immediately prior to May 1, 2014, the effective date of the New Plan. The Company is concurrently filing a Registration Statement on Form S-8 to register the Carried-Over Shares for issuance pursuant to the New Plan.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibit listed on the Exhibit Index of this Post-Effective Amendment No. 1 to the Registration Statement on page 5 are filed herewith or are incorporated herein by reference to other filings.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned in the City and County of Honolulu, State of Hawaii, on July 25, 2014.

BANK OF HAWAII CORPORATION

By: /s/ Mark A. Rossi  
Mark A. Rossi, Vice Chairman and Chief Administrative Officer  
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on July 25, 2014.

/s/ Peter S. Ho  
Peter S. Ho,  
Chairman of the Board,  
Chief Executive Officer, and  
President

/s/ Kent T. Lucien  
Kent T. Lucien, Director and  
Chief Financial Officer

/s/ Derek J. Norris  
Derek J. Norris,  
Principal Accounting Officer

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S. Haunani Apoliona, Director

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Mary G. F. Bitterman, Director

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Mark A. Burak, Director

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Michael J. Chun, Director

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Clinton R. Churchill, Director

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David A. Heenan, Director

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Robert Huret, Director

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Victor K. Nichols, Director

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Martin A. Stein, Director

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Donald M. Takaki, Director

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Barbara J. Tanabe, Director

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Raymond P. Vara, Jr., Director

\*  
Robert W. Wo, Director

\* The undersigned, by signing his name hereto, signs and executes this Post-Effective Amendment No. 1 to the Registration Statement pursuant to the Power of Attorney executed by the above named Directors and Officers and filed with the Securities and Exchange Commission.

By: /s/ Mark A. Rossi  
Mark A. Rossi, *Attorney-in-Fact*

**Exhibit Index.**

24.1 Power of Attorney.

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers of Bank of Hawaii Corporation, a Delaware corporation (the "Company") does hereby constitute and appoint MARK A. ROSSI and PATRICIA J. MOY, or either of them, his or her true and lawful attorneys and agents to do any and all acts and things and to execute any and all instruments which said attorneys and agents, or either of them, may deem necessary or advisable or which may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of (i) a Registration Statement on Form S-8 (the "Registration Statement") relating to the issuance of up to One Million Two Hundred Three Thousand Four Hundred Forty-seven (1,203,447) shares of Common Stock pursuant to the Bank of Hawaii Corporation 2014 Stock and Incentive Plan, including specifically but without limiting the generality of the foregoing, the power and authority to sign in the name of and on behalf of the undersigned, in his or her capacity as a director and/or officer of the Company, any such Registration Statement and any and all amendments, including any post-effective amendments, and supplements to the Registration Statement, whether on Form S-8 or otherwise; (ii) any post-effective amendment to the Company's Registration Statement on Form S-8 (File No. 333-176463) for the purpose of deregistering shares previously available for issuance under the Bank of Hawaii Corporation 2004 Stock and Incentive Compensation Plan; and (iii), and any other instruments or documents filed as a part of or in connection therewith, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents, or either of them, may do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed to these presents this 25<sup>th</sup> day of July 2014.

/s/ Peter S. Ho

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Peter S. Ho,  
Chairman of the Board,  
Chief Executive Officer, and  
President

/s/ S. Haunani Apoliona

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S. Haunani Apoliona, Director

/s/ Mary G. F. Bitterman

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Mary G. F. Bitterman, Director

/s/ Mark A. Burak

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Mark A. Burak, Director

/s/ Michael J. Chun

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Michael J. Chun, Director

/s/ Clinton R. Churchill

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Clinton R. Churchill, Director

/s/ David A. Heenan

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David A. Heenan, Director

/s/ Robert Huret

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Robert Huret, Director

/s/ Kent T. Lucien

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Kent T. Lucien, Director and  
Chief Financial Officer

/s/ Victor K. Nichols

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Victor K. Nichols, Director

/s/ Martin A. Stein

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Martin A. Stein, Director

/s/ Donald M. Takaki

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Donald M. Takaki, Director

/s/ Barbara J. Tanabe

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Barbara J. Tanabe, Director

/s/ Raymond P. Vara, Jr.

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Raymond P. Vara, Jr., Director

/s/ Robert W. Wo

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Robert W. Wo, Director