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): October 29, 2026

FIRST HAWAIIAN, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware **(State or Other Jurisdiction of Incorporation)**	
001-14585 **(Commission File Number)**	**99-0156159** **(IRS Employer Identification No.)**
999 Bishop St., 29th Floor **Honolulu, Hawaii** **(Address of Principal Executive Offices)**	**96813** **(Zip Code)**

(808) 525-7000
(Registrant's Telephone Number, including Area Code)

Not Applicable
(Former Name or Former Address, 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 each class:	**Trading Symbol**	**Name of each exchange on which registered:**
Common Stock, par value $0.01 per share	FHB	NASDAQ Global Select Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On October 29, 2026, First Hawaiian, Inc. ("First Hawaiian") held a virtual special meeting of stockholders (the "Special Meeting") in connection with the Agreement and Plan of Reorganization and Merger, dated as of July 12, 2026 (the "Merger Agreement"), among First Hawaiian, TriCo Bancshares ("TriCo") and Horizon Merger Sub, Inc., a direct, wholly owned subsidiary of First Hawaiian ("Merger Sub"). Pursuant to the Merger Agreement, Merger Sub will merge with and into TriCo, with TriCo surviving the merger (the "Merger"), and immediately following the Merger, TriCo will merge with and into First Hawaiian, with First Hawaiian continuing as the surviving entity (the "Second Step Merger", and together with the Merger, the "Mergers").

At the Special Meeting, First Hawaiian's stockholders considered a proposal to approve the issuance of First Hawaiian's common stock in connection with the Merger as merger consideration to holders of TriCo common stock pursuant to the Merger Agreement, which is described more fully in the joint proxy statement/prospectus of First Hawaiian and TriCo, dated September 16, 2026, as supplemented by certain First Hawaiian filings with the Securities and Exchange Commission prior to the date of the Special Meeting. A total of 96,090,624 shares of First Hawaiian's common stock were represented in person or by proxy at the Special Meeting, which represented approximately 79.0% of First Hawaiian's total outstanding shares of common stock entitled to vote at the Special Meeting.

The vote results on the matters presented at the Special Meeting are set forth below.

1. *First Hawaiian Share Issuance Proposal.* A proposal to approve the issuance of First Hawaiian common stock in connection with the Merger as merger consideration to holders of TriCo common stock pursuant to the Merger Agreement was approved upon the following votes:

Votes Cast For	Votes Against	Abstentions	Broker Non-Votes
95,918,417	118,718	39,341	14,148

Because there were sufficient votes to approve the First Hawaiian Share Issuance Proposal, no adjournment of the Special Meeting was determined to be necessary or appropriate and, accordingly, the Special Meeting was not adjourned and proceeded to conclusion without consideration of a proposal to adjourn the Special Meeting.

Item 7.01 Regulation FD Disclosure.

Also on October 29, 2026, First Hawaiian and TriCo issued a joint press release announcing the results of the Special Meeting and the virtual special meeting of TriCo's shareholders held on October 29, 2026. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 7.01, as well as Exhibit 99.1 referenced herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

Exhibit	Description
99.1	Joint Press Release of First Hawaiian, Inc. and TriCo Bancshares, dated October 29, 2026
104	Cover Page Interactive Data File (formatted as Inline XBRL)

FORWARD-LOOKING STATEMENTS

This communication may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, among others, statements regarding the expected timing, completion and effects of the proposed business combination transaction between First Hawaiian, Inc. ("FHI") and TriCo Bancshares ("TriCo") (the "Transaction") and the plans, objectives, expectations and intentions of FHI and TriCo. Any statement that does not describe historical or current facts is a forward-looking statement. Forward-looking statements are often, but not always, made through the use of words or phrases such as "annualized," "anticipate," "believe," "continue," "could," "estimate," "expect," "goal," "intend," "may," "might," "outlook," "plan," "potential," "predict," "projection," "seek," "should," "target," "will," "would" or the negative version of those words or other comparable words or phrases of a future or forward-looking nature.

FHI and TriCo caution that the forward-looking statements in this communication are not guarantees of future performance and involve a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond FHI's and TriCo's control. A number of important factors could cause actual results to differ materially from those indicated in these forward-looking statements, including the following: changes in general economic, political, or industry conditions, and in conditions impacting the banking industry specifically; uncertainty in U.S. fiscal, monetary and trade policy, including the interest rate policies of the Federal Reserve Board or the effects of any declines in housing and commercial real estate prices, high or increasing unemployment rates, continued or renewed inflation, the impact of proposed or imposed tariffs by the U.S. government or retaliatory tariffs proposed or imposed by U.S. trading partners that could have an adverse impact on customers or any recession or slowdown in economic growth particularly in the markets in which FHI and TriCo conduct business, including Hawaii, Guam, Saipan and California; volatility and disruptions in global capital and credit markets; the impact of bank failures or adverse developments at other banks on general investor sentiment regarding the stability and liquidity of banks; changes in interest rates that could significantly reduce net interest income and negatively affect asset yields and valuations and funding sources, including impacts on prepayment speeds; competitive pressures among financial institutions and nontraditional providers of financial services, including on product pricing and services; concentrations within FHI's or TriCo's loan portfolio (including commercial real estate loans) or other asset classes, and the parties' ability to attract and retain customer deposits, large loans to certain borrowers, access liquidity and capital, and manage deposit costs and funding sources; the success, impact, and timing of FHI's and TriCo's respective business strategies, including market acceptance of any new products or services and FHI's and TriCo's ability to successfully implement strategic, operational, technology and integration initiatives; the failure to properly use and protect customer and employee information and data; cybersecurity risks, including the occurrence of fraudulent activity or a material breach of, or disruption to, the security of FHI's, TriCo's or their vendors' systems; risks related to the development, implementation, use and management of artificial intelligence and other emerging technologies; the effects of failures or interruptions of information, communications or third-party service-provider systems; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations; changes in laws or regulations; adverse weather conditions, natural disasters and other catastrophic events such as wildfires; the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement to which FHI and TriCo are parties; the outcome of any legal proceedings that have been or may be instituted against FHI or TriCo, including potential litigation relating to the Transaction; delays in completing the Transaction; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the Transaction); the failure to satisfy any of the other conditions to the closing of the Transaction on a timely basis or at all; changes in FHI's or TriCo's share price before closing, including as a result of the financial performance of the other party prior to closing, or more generally due to broader stock market movements, and the performance of financial companies and peer group companies; the possibility that the anticipated benefits of the Transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where FHI and TriCo do business; certain restrictions during the pendency of the proposed Transaction that may impact the parties' ability to pursue certain business opportunities or strategic transactions; the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the Transaction; the ability to complete the Transaction and integration of FHI and TriCo promptly and successfully; the dilution caused by FHI's issuance of additional shares of its capital stock in connection with the Transaction; and other factors that may affect the future results of FHI and TriCo.

The foregoing factors should not be considered an exhaustive list and should be read together with the other cautionary statements set forth in FHI's Annual Report on Form 10-K for the year ended December 31, 2025 and its latest Quarterly Report on Form 10-Q, which are on file with the Securities and Exchange Commission (the "SEC") and available on FHI's investor relations website, https://ir.fhb.com, under the heading "SEC Filings," and in other documents FHI files with the SEC, and in TriCo's Annual Report on Form 10-K for the year ended December 31, 2025 and its latest Quarterly Report on Form 10-Q, which are on file with the SEC and available on TriCo's website, www.tcbk.com, under the "About" tab and the "Investor Relations" link and then under the heading "SEC Filings" and in other documents TriCo files with the SEC. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and neither FHI nor TriCo undertakes any obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law.

SIGNATURE

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.

FIRST HAWAIIAN, INC.

Date: October 30, 2026

By: /s/ Robert S. Harrison
Name: Robert S. Harrison
Title: Chairman of the Board, President and Chief Executive Officer

Exhibit 99.1

First Hawaiian, Inc. and TriCo Bancshares Announce Shareholder Approvals of Acquisition

October 29, 2026 7:00 p.m. Eastern Time

HONOLULU and CHICO, Calif., October 29, 2026 — First Hawaiian, Inc. (NASDAQ: FHB) ("First Hawaiian"), parent company of First Hawaiian Bank, and TriCo Bancshares (NASDAQ: TCBK) ("TriCo"), parent company of Tri Counties Bank, jointly announced that they have received all required approvals from their respective stockholders and shareholders related to First Hawaiian's acquisition of TriCo. The final voting results from each special meeting will be reported in separate Current Reports on Form 8-K to be filed by First Hawaiian and TriCo with the U.S. Securities and Exchange Commission.

"We're pleased with the strong support stockholders of both companies have shown for this acquisition," said Bob Harrison, Chairman, President and CEO of First Hawaiian. "Bringing our banks together will give us greater capacity to invest in the products, services and lending capabilities our customers and communities need. We look forward to the growth opportunities ahead and the long-term value we can create for our stockholders."

"Today's vote marks an exciting milestone toward creating a leading regional bank headquartered in the West," said Rick Smith, President and CEO of TriCo. "We believe this combination unites two like-minded organizations committed to the customers and communities we serve. As we prepare to join First Hawaiian Bank, we are focused on carefully planning and coordinating the integration of our people, systems and operations. We are excited about our shared future, and Tri Counties Bank remains committed to supporting our customers and employees in the years ahead."

Completion of the transaction remains subject to the satisfaction or waiver of the remaining customary closing conditions set forth in the merger agreement. First Hawaiian and TriCo expect the transaction to close later in 2026, subject to these conditions.

First Hawaiian, Inc.

First Hawaiian, Inc. (NASDAQ: FHB) is a bank holding company headquartered in Honolulu, Hawaii. Its principal subsidiary, First Hawaiian Bank, founded in 1858 under the name Bishop & Company, is Hawaii's oldest and largest financial institution with branch locations throughout Hawaii, Guam and Saipan. The company offers a comprehensive suite of banking services to consumer and commercial customers including deposit products, loans, wealth management, insurance, trust, retirement planning, credit card and merchant processing services. Customers may also access their accounts through ATMs, online and mobile banking channels. For more information about First Hawaiian, Inc., visit the Company's website, www.fhb.com.

TriCo Bancshares

Established in 1975, Tri Counties Bank is a wholly-owned subsidiary of TriCo Bancshares (NASDAQ: TCBK) headquartered in Chico, California, providing services in traditional stand-alone and in-store bank branches and loan production offices in communities throughout California. Tri Counties Bank provides an extensive and competitive breadth of consumer, small business and commercial banking financial services, along with convenient around-the-clock ATMs, online and mobile banking access. Brokerage services are provided by Tri Counties Advisors through affiliation with Raymond James Financial Services, Inc. Visit www.TriCountiesBank.com to learn more.

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Contacts

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