

PROSPERITY BANCSHARES INC  
Form 8-K  
October 27, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 25, 2004**

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**PROSPERITY BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

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**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**0-25051**  
(Commission File Number)

**74-2231986**  
(I.R.S. Employer  
Identification No.)

**4295 San Felipe**  
**Houston, Texas**  
(Address of principal executive offices)

**77027**  
(Zip Code)

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Registrant's telephone number, including area code: (713) 693-9300

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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 (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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 25, 2004, Prosperity Bancshares, Inc., a Texas corporation ( Prosperity ), the parent company of Prosperity Bank, El Campo, Texas, and First Capital Bankers, Inc., a Texas corporation ( First Capital ), the parent company of FirstCapital Bank, ssb, Corpus Christi, Texas, entered into an Agreement and Plan of Reorganization (the Agreement ) pursuant to which First Capital will merge with and into Prosperity.

Under the terms of the Agreement, First Capital shareholders will receive 1.6288 shares of Prosperity common stock for each share of First Capital stock held, subject to adjustment. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the shareholders of First Capital and Prosperity. The merger is currently expected to be completed in the first quarter of 2005.

The foregoing summary of the Agreement is not complete and is qualified in its entirety by reference to the complete text of such document, which is filed as Exhibit 2.1 to this current report on Form 8-K and which is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits. The following is filed as an exhibit to this current report on Form 8-K:

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
2.1	Agreement and Plan of Reorganization by and between Prosperity Bancshares, Inc. and First Capital Bankers, Inc. dated as of October 25, 2004.

**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.

PROSPERITY BANCSHARES, INC.  
(Registrant)

Dated: October 27, 2004

By: /s/ Dan Rollins

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Dan Rollins  
Senior Vice President

**EXHIBIT INDEX**

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