

PROSPERITY BANCSHARES INC

Form 8-K

April 19, 2018

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): April 17, 2018

Prosperity bancshares, inc.

(Exact name of registrant as specified in its charter)

Texas

001-35388

74-2331986

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

4295 San Felipe

Houston, Texas 77027

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (281) 269-7199

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 April 17, 2018, Prosperity Bancshares, Inc. (the "Company") held its Annual Meeting of Shareholders to consider and act upon the items listed below:

1. James A. Bouligny, W.R. Collier, Robert Steelhammer and H.E. Timanus, Jr. were elected as Class II directors to serve on the Board of Directors of the Company until the Company's 2021 Annual Meeting of Shareholders and until their successors are duly elected and qualified, or until their earlier resignation or removal. The table below contains a summary of the number of votes for, votes withheld and broker non-votes for each nominated director:

	Votes For	Votes Withheld	Broker Non-Votes
James A. Bouligny	52,059,318	3,814,046	7,411,985
W.R. Collier	51,471,644	4,401,720	7,411,985
Robert Steelhammer	49,781,904	6,091,460	7,411,985
H.E. Timanus, Jr.	51,350,753	4,522,611	7,411,985

The following Class I and Class III directors continued in office after the Annual Meeting: Leah Henderson, Ned S. Holmes, Jack Lord, William T. Luedke IV, Perry Mueller, Jr. D.D.S., Harrison Stafford and David Zalman.

2. The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018 by the votes set forth in the table below:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
	62,780,155	372,051	133,143	0

3. The shareholders adopted, on a non-binding, advisory basis, a proposal approving the compensation of the Company's named executive officers by the votes set forth in the table below:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
	53,796,617	1,199,730	877,017	7,411,985

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: April 19, 2018 By: /s/ Charlotte M. Rasche
Charlotte M. Rasche
Executive Vice President and General Counsel