

S Y BANCORP INC  
Form 8-K  
April 22, 2010

**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 21, 2010

**S.Y. BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Kentucky  
(State or other jurisdiction of  
incorporation or organization)

1-13661  
(Commission File Number)

61-1137529  
(I.R.S. Employer  
Identification No.)

1040 East Main Street, Louisville, Kentucky 40206

(Address of principal executive offices)

(502) 582-2571

(Registrant's telephone number, including area code)

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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the annual meeting of shareholders held on April 21, 2010, the shareholders of S. Y. Bancorp, Inc. (the "Company") approved an amendment to the S. Y. Bancorp, Inc. 2005 Stock Incentive Plan (the "Plan") to reserve an additional 700,000 shares of Common Stock for issuance under the Plan and approve the performance criteria that may be applied to performance-based compensation under the Plan. A copy of the amendment is filed as Exhibit 10.1 hereto. A summary of the plan amendment and the material provisions of the Plan, as amended, is contained in the Company's definitive proxy statement dated March 17, 2010, for the annual meeting of shareholders under the caption "Approval of an Amendment of the 2005 Stock Incentive Plan" and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 21, 2010, the Company held its 2010 annual meeting of shareholders (the "Annual Meeting"). As of the record date there were 13,674,676 shares of Common Stock outstanding and entitled to one vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 10,996,444 or 80.41%, of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows:

1. Fixing the number of directors at twelve:

|                  |            |
|------------------|------------|
| For              | 10,738,300 |
| Against          | 78,061     |
| Abstain          | 152,599    |
| Broker Non-Votes | 27,484     |

2. The following individuals were nominated in 2010 to serve until the next Annual Meeting of Shareholders in 2011. All nominees were elected. The results were as follows:

|                         | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| David H. Brooks         | 7,938,381        | 140,261               | 2,917,802               |
| James E. Carrico        | 7,882,176        | 197,042               | 2,917,226               |
| Charles R. Edinger, III | 7,885,711        | 193,508               | 2,917,225               |
| David P. Heintzman      | 7,941,006        | 137,593               | 2,917,845               |
| Carl G. Herde           | 7,964,749        | 113,892               | 2,917,803               |
| James A. Hillebrand     | 7,945,264        | 113,334               | 2,937,846               |
| Richard A. Lechleiter   | 7,885,140        | 193,479               | 2,917,825               |
| Bruce P. Madison        | 7,957,237        | 119,208               | 2,919,999               |
| Nicholas X. Simon       | 7,965,364        | 111,081               | 2,919,999               |
| Norman Tasman           | 7,887,757        | 191,287               | 2,917,400               |
| Kathy C. Thompson       | 7,934,267        | 114,070               | 2,948,107               |

3. The shareholders approved an amendment to the Company's 2005 Stock Incentive Plan to increase the total number of shares of the Company's common stock that are available for grants under the Plan from 735,000 shares to 1,435,000 shares, and amendments to make certain other technical and clarifying changes relating to the performance criteria that may be applied to performance-based compensation under the Plan.

|                  |           |
|------------------|-----------|
| For              | 6,332,441 |
| Against          | 1,306,383 |
| Abstain          | 439,809   |
| Broker Non-Votes | 2,917,811 |

4. Ratification of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2010:

|                  |            |
|------------------|------------|
| For              | 10,889,933 |
| Against          | 74,185     |
| Abstain          | 31,733     |
| Broker Non-Votes | 593        |

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description of Exhibits</u>                                   |
|--------------------|--|
| 10.1               | Amendment No. 1 to S. Y. Bancorp, Inc. 2005 Stock Incentive Plan |

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**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 thereunto duly authorized.

Date: April 22, 2010

S.Y. BANCORP, INC.

By: /s/ Nancy B. Davis  
Nancy B. Davis  
Executive Vice President, Treasurer and  
Chief Financial Officer

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