

INTERNATIONAL BANCSHARES CORP  
Form 8-K  
May 21, 2014

**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): **May 19, 2014**

**INTERNATIONAL BANCSHARES CORPORATION**

(Exact name of registrant as specified in its charter)

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

**000-09439**  
(Commission File Number)

**74-2157138**  
(I.R.S. Employer  
Identification No.)

**1200 San Bernardo, Laredo, Texas**  
(Address of principal executive offices)

**78040-1359**  
(ZIP Code)

(Registrant's telephone number, including area code) **(956) 722-7611**

**None**

(Former name or former address, if changed since last report)

## Edgar Filing: INTERNATIONAL BANCSHARES CORP - Form 8-K

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 250.13e-4 (c))



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

On May 19, 2014, International Bancshares Corporation (the **Company** ) held its 2014 Annual Meeting of Shareholders (the **Annual Meeting** ), at which the Company submitted the following proposals to its shareholders for a vote:

- (1) To elect nine (9) directors of the Company to serve until the next Annual Meeting of Shareholders and until their successors are duly elected and qualified;
- (2) To ratify the appointment of McGladrey LLP as independent auditors for the fiscal year ending December 31, 2014;
- (3) To consider and approve a non-binding advisory resolution to approve the compensation of the Company's named executives as described in the Compensation, Discussion and Analysis and the tabular disclosure regarding named executive officer compensation in the Proxy Statement;

The following table lists the final voting results for Proposals 1, 2 and 3 at the Annual Meeting:

	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Election of Directors</b>					
Irving Greenblum	49,005,893		3,727,998		10,447,651
R. David Guerra	41,671,963		11,061,928		10,447,651
Douglas B. Howland	51,952,970		780,921		10,447,651
Imelda Navarro	39,265,293		13,468,598		10,447,651
Peggy J. Newman	49,023,241		3,710,650		10,447,651
Dennis E. Nixon	43,957,319		8,776,572		10,447,651
Larry A. Norton	51,951,953		781,938		10,447,651
Leonardo Salinas	46,025,663		6,708,228		10,447,651
Antonio R. Sanchez, Jr.	41,420,425		11,313,466		10,447,651
<b>Ratification of McGladrey LLP</b>	<b>60,018,895</b>	<b>36,982</b>		<b>6,749</b>	<b>3,118,916</b>
<b>Non-binding Advisory Resolution on Compensation</b>	<b>52,386,266</b>	<b>162,271</b>		<b>185,352</b>	<b>10,447,651</b>

Based on the foregoing results, each director nominee was elected by a majority vote standard, which is the voting standard required by the Company's Articles of Incorporation for uncontested director elections. Proposal 2 and 3 were approved by majority vote.



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.

INTERNATIONAL BANCSHARES CORPORATION  
(Registrant)

By: */s/ Dennis E. Nixon*  
Dennis E. Nixon, President and  
Chairman of the Board

Date: May 21, 2014