

WILSON BANK HOLDING CO
Form 8-K
April 17, 2017

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, 2017 (April 11, 2017)

WILSON BANK HOLDING COMPANY
(Exact name of registrant as specified in its charter)
Tennessee 62-1497076
(State
or
of the Commission (IRS
jurisdiction Employer
of
in File Number) Identification
No.)

623
West
Main
Street
Lebanon, 37087
Tennessee
(Address
of
principal (Zip Code)
executive
offices)
(615) 444-2265
(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 (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 (§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 April 11, 2017, Wilson Bank Holding Company (the “Company”) held its 2017 Annual Meeting of Shareholders (the “Shareholders Meeting”) for which the Company’s Board of Directors solicited proxies, at 7:00 p.m. (CDT) at the Company’s main office, 623 West Main Street, Lebanon, Tennessee 37087. At the Shareholders Meeting, the shareholders voted on the proposals as described in detail in the Company’s definitive proxy statement for the Shareholders Meeting which was filed with the Securities and Exchange Commission on March 10, 2017 (the “Proxy Statement”). The proposals voted on and approved by the shareholders at the Shareholders Meeting were as follows:

(1) The election of three (3) Class I directors named in the Proxy Statement to serve as members of the Company’s Board of Directors for a term of three (3) years until the Annual Meeting of Shareholders in 2020 and the election of one (1) Class III director, named in the Proxy Statement, to serve as a member of the Company’s Board of Directors for a term of two (2) years until the Annual Meeting of Shareholders in 2019. Each such director was elected by the following tabulation:

	For	Withhold Authority	Broker Non-Votes
Class I Directors			
J. Randall Clemons	5,822,317	4,243	0
William P. Jordan	5,803,294	23,266	0
James Anthony Patton	5,822,317	4,243	0

Class II Director

Robert H. Goodall, Jr.	5,803,294	23,266	0
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In addition to the foregoing, the remaining directors not up for re-election at the Shareholders Meeting continue to serve on the Company’s Board of Directors.

(2) The ratification of the appointment of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 was approved by the following tabulation:

For	Against	Abstain	Broker Non-Votes
5,794,540	11,294	20,726	0

(3) The non-binding, advisory vote on the Company’s executive compensation programs and practices, which were described in more detail in the Proxy Statement, was approved by the following tabulation:

For	Against	Abstain	Broker Non-Votes
5,561,688	164,301	100,571	0

(4) The non-binding, advisory vote on the frequency with which the Company should hold future non-binding, advisory votes on the Company’s executive compensation programs and practices received the following votes:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
1,909,622	493,091	3,413,315	10,532	0

The Company will file an amendment to this Current Report on Form 8-K to report the Company's decision regarding the frequency of future non-binding, advisory votes on the Company's executive compensation programs and practices.

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.

WILSON BANK HOLDING COMPANY

By: /s/ J. Randall Clemons
J. Randall Clemons
President and Chief Executive Officer

Date: April 17, 2017