

SIMMONS FIRST NATIONAL CORP
Form 8-K
June 24, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Exchange Act of 1934

Date of Report (Date of earliest event reported) June 18, 2015

SIMMONS FIRST NATIONAL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Arkansas | 0-6253 | 71-0407808 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|---|------------|
| 501 Main Street, Pine Bluff, Arkansas | 71601 |
| (Address of principal executive offices) | (Zip Code) |

(870) 541-1000
(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))

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The annual shareholders meeting of the Company was held on June 18, 2015. The matters submitted to the security holders for approval included (1) fixing the number of directors at thirteen (13), (2) the election of thirteen (13) directors, (3) adoption of a non-binding resolution approving the compensation of the named executive officers of the Company, (4) adoption of the 2015 Incentive Plan, (5) adoption of the 2015 Employee Stock Purchase Plan, (6) ratification of the Audit and Security Committee's selection of the accounting firm of BKD, LLP as independent auditors of the Company and its subsidiaries for the year ending December 31, 2015 and (7) adoption of an amendment to the articles of incorporation increasing the authorized shares of common stock to 120,000,000.

(b) At the annual meeting, all thirteen (13) directors were elected by proxies solicited pursuant to Section 14 of the Securities Exchange Act of 1934, without any solicitation in opposition thereto.

The following table summarizes the required analysis of the voting by security holders at the annual meeting of shareholders held on June 18, 2015:

Voting of Shares

| Action | For | % | Against | % | Abstain | Broker Non-Votes |
|--|------------|-------|---------|------|---------|------------------|
| Fix the number of directors at thirteen (13) | 22,326,700 | 99.2% | 188,037 | 0.8% | 18,704 | - |

| Election of Directors: | For | % | Withhold Authority | % | Broker Non-Votes |
|-------------------------|------------|-------|--------------------|------|------------------|
| David L. Bartlett | 18,153,437 | 99.4% | 100,854 | 0.6% | 4,279,150 |
| Jay D. Burchfield | 18,143,125 | 99.4% | 111,166 | 0.6% | 4,279,150 |
| William E. Clark, II | 18,155,955 | 99.5% | 98,336 | 0.5% | 4,279,150 |
| Steven A. Cossé | 18,118,902 | 99.3% | 135,389 | 0.7% | 4,279,150 |
| Mark C. Doramus | 17,990,031 | 98.6% | 264,260 | 1.4% | 4,279,150 |
| Edward Drilling | 18,152,641 | 99.4% | 101,650 | 0.6% | 4,279,150 |
| Eugene Hunt | 18,150,878 | 99.4% | 103,413 | 0.6% | 4,279,150 |
| Christopher R. Kirkland | 18,144,526 | 99.4% | 109,765 | 0.6% | 4,279,150 |
| W. Scott McGeorge | 18,154,653 | 99.5% | 99,638 | 0.5% | 4,279,150 |
| George A. Makris, Jr. | 18,030,174 | 98.8% | 224,117 | 1.2% | 4,279,150 |
| Joseph D. Porter | 18,144,418 | 99.4% | 109,873 | 0.6% | 4,279,150 |
| Harry L. Ryburn | 18,134,279 | 99.3% | 120,012 | 0.7% | 4,279,150 |
| Robert L. Shoptaw | 18,154,689 | 99.5% | 99,602 | 0.5% | 4,279,150 |

| Action | For | % | Against | % | Abstain | % | Broker Non-Votes |
|--|------------|-------|---------|------|---------|------|------------------|
| Consider adoption of a non-binding resolution approving the compensation of the named executive officers | 17,799,801 | 97.5% | 271,185 | 1.5% | 183,305 | 1.0% | 4,279,150 |

| Action | For | % | Against | % | Abstain | % | Broker Non-Votes |
|---|------------|-------|---------|------|---------|------|------------------|
| Consider adoption of the Simmons First National Corporation 2015 Incentive Plan | 17,698,205 | 97.0% | 450,993 | 2.5% | 105,093 | 0.6% | 4,279,150 |

| Action | For | % | Against | % | Abstain | % | Broker Non-Votes |
|---|------------|-------|---------|------|---------|------|------------------|
| Consider adoption of the Simmons First National Corporation 2015 Employee Stock Purchase Plan | 17,909,051 | 98.1% | 143,787 | 0.8% | 201,453 | 1.1% | 4,279,150 |

| Action | For | % | Against | % | Abstain | % | Broker Non-Votes |
|--|------------|-------|---------|------|---------|------|------------------|
| Ratify the Audit & Security Committee's selection of the accounting firm of BKD, LLP as independent auditors of the Company and its subsidiaries for the year ending December 31, 2015 | 22,360,894 | 99.2% | 125,088 | 0.6% | 47,459 | 0.2% | - |

| Action | For | % | Against | % | Abstain | % | Broker Non-Votes |
|---|------------|-------|-----------|------|---------|------|------------------|
| Amend the Articles of Incorporation to increase the number of authorized shares of Class A, \$0.01 par value, Common Stock from 60,000,000 to 120,000,000 | 20,713,524 | 91.9% | 1,696,937 | 7.5% | 122,980 | 0.6% | - |

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 hereunto duly authorized.

SIMMONS FIRST NATIONAL CORPORATION

/s/ Robert A. Fehlman
 Robert A. Fehlman
 Senior Executive Vice President,
 Chief Financial Officer & Treasurer

Date: June 24, 2015