

PEOPLES FINANCIAL CORP /MS/

Form 8-K

April 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 27, 2012**

**PEOPLES FINANCIAL CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Mississippi**  
**(State or Other Jurisdiction**

**of Incorporation)**

**01-12103**  
**(Commission**

**File Number)**

**64-0709834**  
**(IRS Employer**

**Identification No.)**

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**152 Lameuse Street Biloxi, MS**  
**(Address of Principal Executive Offices)**  
**(228) 435-5511**

**39530**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**(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 Instructions 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 (17CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act ( 17CFR 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. Results of Shareholder Vote

The Annual Meeting of Shareholders of Peoples Financial Corporation was held on April 25, 2012. There were 5,136,918 shares entitled to vote at the Annual Meeting. Except in the election of directors, each share of common stock entitles the holder thereof to one vote on each matter presented at the Annual Meeting. In the election of directors, each shareholder may vote his shares cumulatively by multiplying the number of shares he is entitled to vote by the number of directors to be elected. The matters voted upon and the results of the vote were:

(a) Election of five directors to hold office for a term of one year:

|                    | Approve       | Disapprove | Abstain     | Not Voted (1) | Outstanding   |
|--------------------|---------------|------------|-------------|---------------|---------------|
| Drew Allen         | 3,677,331.918 |            | 363,267.665 | 1,096,318.417 | 5,136,918.000 |
| Rex E. Kelly       | 4,016,754.204 | 2,970.714  | 20,874.665  | 1,096,318.417 | 5,136,918.000 |
| Dan Magruder       | 3,631,125.918 |            | 409,473.665 | 1,096,318.417 | 5,136,918.000 |
| Jeffrey H. O Keefe | 4,017,964.068 | 1,760.850  | 20,874.665  | 1,096,318.417 | 5,136,918.000 |
| Chevis C. Swetman  | 3,533,613.918 |            | 506,985.665 | 1,096,318.417 | 5,136,918.000 |

(1) Includes broker non-votes of 371,491.

(b) Appointment of Porter Keadle Moore, LLC as the independent public accountants:

|                                 |                      |
|---------------------------------|----------------------|
| Approve                         | 4,388,928.968        |
| Disapprove                      | 17,451.000           |
| Abstain                         | 5,710.615            |
| Not Voted                       | 724,827.417          |
| <b>Total Shares Outstanding</b> | <b>5,136,918.000</b> |

(c) Transaction of other business:

|                                 |                      |
|---------------------------------|----------------------|
| Approve                         | 3,849,908.580        |
| Disapprove                      | 538,614.157          |
| Abstain                         | 23,567.846           |
| Not Voted                       | 724,827.417          |
| <b>Total Shares Outstanding</b> | <b>5,136,918.000</b> |

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.

Dated: April 27, 2012

PEOPLES FINANCIAL CORPORATION

By: /s/ Chevis C. Swetman  
Chevis C. Swetman  
Chairman, President and CEO