

CASS INFORMATION SYSTEMS INC
Form 8-K
April 25, 2019

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 23, 2019

CASS INFORMATION SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

000-20827
(Commission
File Number)

43-1265338
(I.R.S. Employer
Identification No.)

12444 Powerscourt Drive, Suite 550

St. Louis, Missouri
(Address of principal executive offices)

(314) 506-5500

63131
(Zip Code)

(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.

Soliciting material pursuant to Rule 14a-12 under the Exchange Act.

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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 2.02. Results of Operations and Financial Condition.

On April 25, 2019, Cass Information Systems, Inc. (the Company) issued a press release announcing its financial results for the first quarter of fiscal 2019. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information reported under this Item 2.02 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

On April 23, 2019, the Company held its 2019 Annual Meeting of Shareholders (the Annual Meeting). The following is a summary of the matters voted on at the Annual Meeting:

(a) Election of three directors to serve three-year terms ending in 2022, as follows:

| | | | | Broker |
|--------------------|------------------|----------------------|--------------------|------------------|
| Nominee | Votes For | Votes Against | Abstentions | Non-Votes |
| Ralph W. Clermont | 9,554,503 | 79,119 | 27,810 | 3,635,899 |
| James J. Lindemann | 9,581,372 | 52,250 | 27,810 | 3,635,899 |
| Sally H. Roth | 9,612,236 | 20,886 | 28,309 | 3,635,899 |

All director nominees were elected.

(b) Advisory approval of the Company's executive compensation:

| | | | | Broker |
|------------------|----------------------|--------------------|------------------|---------------|
| Votes For | Votes Against | Abstentions | Non-Votes | |
| 9,434,790 | 152,661 | 73,980 | 3,635,899 | |

The Company's executive compensation was approved by advisory vote.

(c) Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2019:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 13,222,108 | 51,948 | 23,275 |

The selection of KPMG LLP to serve as the Company's independent registered public accounting firm for 2019 was ratified.

Item 8.01. Other Events.

Also on April 25, 2019, the Company announced that its Board of Directors declared a second quarter dividend of \$0.26 per share payable on June 14, 2019 to shareholders of record on June 4, 2019.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | <u>Press release issued by Cass Information Systems, Inc. dated April 25, 2019</u> |

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 25, 2019

CASS INFORMATION SYSTEMS, INC.

By: /s/ Eric H. Brunngraber
Name: Eric H. Brunngraber
Title: Chairman, President and Chief

Executive Officer

By: /s/ P. Stephen Appelbaum
Name: P. Stephen Appelbaum
Title: Executive Vice President and Chief

Financial Officer