

MIDSOUTH BANCORP INC
Form 8-K
May 24, 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)

May 24, 2017

MidSouth Bancorp, Inc.
(Exact name of registrant as
specified in its charter)

~~Louisiana~~ 72-1020809

(State

or

of the Commission (I.R.S. Employer
Identification No.)

File Number)

of
incorporation)

102 Versailles

Boulevard, 70501

Lafayette,

Louisiana

(Address of

principal
executive (Zip Code)

offices)

Registrant's telephone number,
including area code 337-237-8343

(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 May 24, 2017, MidSouth Bancorp, Inc. (the “Company”) held its 2017 Annual Meeting of Shareholders, at which 9,756,031 shares of the Company’s common stock, \$0.10 par value per share, were represented in person or by valid proxy. The Company’s shareholders took the following actions at the 2017 Annual Meeting:

1. Election of Directors – Shareholders elected James R. Davis, Jr., Milton B. Kidd, III, O.D., and R. Glenn Pumpelly to serve as Class III Directors until the 2020 Annual Meeting of Shareholders or until their successors are elected and qualified. The number of votes cast for each of these individuals is as set forth below:

| Director | Shares For | Shares Withheld | Broker Non-Votes |
|---------------------------|------------|-----------------|------------------|
| James R. Davis, Jr. | 7,222,223 | 220,743 | 2,313,065 |
| Milton B. Kidd, III, O.D. | 7,266,146 | 176,820 | 2,313,065 |
| R. Glenn Pumpelly | 7,166,679 | 276,287 | 2,313,065 |

2. Non-binding advisory resolutions approving compensation of the named executive officers – Shareholders approved a non-binding advisory resolution approving the compensation paid to the named executive officers in 2016 as set forth in the Company’s proxy statement for the 2017 Annual Meeting. The vote totals were as follows:

| Shares For | Shares Against | Shares Abstained | Broker Non-Votes |
|------------|----------------|------------------|------------------|
| 6,888,513 | 264,601 | 289,852 | 2,313,065 |

3. Ratify the appointment of Porter Keadle Moore, LLC (“PKM”) as the Company’s independent registered public accounting firm for the year ending December 31, 2017 – Shareholders ratified the appointment of PKM as the Company’s independent registered public accounting firm for the year ending December 31, 2017 as set forth in the Company’s proxy statement for the 2017 Annual Meeting. The vote totals were as follows:

| Shares For | Shares Against | Shares Abstained |
|------------|----------------|------------------|
| 9,686,193 | 25,746 | 44,092 |

Items 7.01. Regulation FD Disclosure

On May 24, 2017, the Company provided presentation slides at the Company’s Annual Meeting of Shareholders. The presentation slides are attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto and incorporated herein by reference, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that section. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto and incorporated herein by reference, shall not be incorporated by reference into any registration statement or other document pursuant to the Exchange Act or the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Annual Meeting of Shareholders Presentation, dated May 24, 2017.

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.

MIDSOUTH
BANCORP,
INC.
Registrant

By: /s/ James R. McLemore
James R. McLemore
President and Chief Executive Officer

Date: May 24, 2017