

SOUTHERN MISSOURI BANCORP INC  
Form 8-K  
November 02, 2012

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)

October 29, 2012

SOUTHERN MISSOURI BANCORP, INC.  
(Exact name of Registrant as specified in its Charter)

Missouri  
(State or other  
jurisdiction  
of incorporation)

000-23406  
(Commission File No.)

43-1665523  
(IRS Employer  
Identification Number)

531 Vine Street, Poplar Bluff, Missouri  
(Address of principal executive offices)

63901  
(Zip Code)

Registrant's telephone number, including area code: (573) 778-1800

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  
(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As noted under Item 5.07 of this Current Report on Form 8-K, at the annual meeting of shareholders of Southern Missouri Bancorp, Inc. (the “Company”) held on October 29, 2012, the Company’s shareholders approved an amendment to Article III of the Company’s articles of incorporation to increase the authorized number of shares of common stock from 4,000,000 to 8,000,000. The amendment became effective upon the filing by the Company of a certificate of amendment with the Secretary of State of the State of Missouri on November 2, 2012. A copy of the certificate of amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

As noted above, on October 29, 2012, the Company held its annual meeting of shareholders. The results of the vote at the meeting are as follows:

(Proposal 1) The election of the following nominees as directors of the Company, each for a three-year term:

(a) L. Douglas Bagby:

| FOR       | WITHELD | BROKER<br>NON-VOTES |
|-----------|---------|---------------------|
| 2,029,063 | 197,331 | 796,090             |

(b) Samuel H. Smith:

| FOR       | WITHELD | BROKER<br>NON-VOTES |
|-----------|---------|---------------------|
| 2,029,619 | 196,775 | 796,090             |

(c) Greg A. Steffens:

| FOR       | WITHELD | BROKER<br>NON-VOTES |
|-----------|---------|---------------------|
| 2,123,194 | 103,200 | 796,090             |

(d) David J. Tooley

| FOR       | WITHELD | BROKER<br>NON-VOTES |
|-----------|---------|---------------------|
| 2,097,151 | 85,205  | 796,090             |

(Proposal 2) Advisory (non-binding) vote to approve executive compensation:

| FOR       | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-----------|---------|---------|---------------------|
| 2,048,480 | 100,986 | 76,928  | 796,090             |

(Proposal 3) Advisory (non-binding) vote on the frequency of future advisory votes to approve executive compensation:

| VOTES FOR<br>1 YEAR | VOTES FOR<br>2 YEARS | VOTES FOR<br>3 YEARS | ABSTAIN | BROKER<br>NON-VOTES |
|---------------------|----------------------|----------------------|---------|---------------------|
| 1,825,222           | 184,933              | 139,686              | 76,553  | 796,090             |

(Proposal 4) The approval of an amendment to the Company's articles of incorporation to increase the number of authorized shares of common stock from 4,000,000 to 8,000,000:

| FOR       | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-----------|---------|---------|---------------------|
| 2,832,436 | 116,294 | 67,154  | 6,600               |

(Proposal 5) The ratification of the appointment of BKD, LLP as the Company's independent auditors for the fiscal year ending June 30, 2013:

| FOR       | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-----------|---------|---------|---------------------|
| 2,953,834 | 2,813   | 65,837  | -                   |

On Proposal 1, each of Messrs. Bagby, Smith, Steffens and Tooley was elected for a three-year term to expire in 2015. The vote required to approve each of Proposal 2 and Proposal 5 was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, Proposals 2 and 5 were approved. The vote required to approve Proposal 4 was the affirmative vote of the holders of a majority of the outstanding shares of the Company's common stock. Accordingly, Proposal 4 was approved. On Proposal 3, the most votes were cast in favor of holding future advisory votes to approve executive compensation every year. The Company has determined, in light of the results of the vote on Proposal 3, that the Company will hold an advisory vote to approve executive compensation every year until the next required vote on the frequency of future advisory votes on executive compensation.

#### Item 9.01 Financial Statements and Exhibits

The following exhibit is filed herewith:

| Exhibit No. | Description   |
|-------------|---|
| 3.1         | Certificate of Amendment to Articles of Incorporation |

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.

SOUTHERN MISSOURI BANCORP, INC.

Date: November 2, 2012

By: /s/ Greg A. Steffens  
Greg A. Steffens  
President and Chief Executive Officer

EXHIBIT INDEX

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