

FIRST FINANCIAL BANKSHARES INC

Form 8-K/A

January 09, 2012

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

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): January 9, 2012 (April 26, 2011)**

**FIRST FINANCIAL BANKSHARES, INC.**

(Exact Name of Registrant as Specified in its Charter)

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(State or other Jurisdiction  
of Incorporation)

(Commission  
File No.)  
400 Pine Street, Abilene, Texas 79601

(IRS Employer  
Identification No.)

(Address of Principal Executive Offices and Zip Code)

Registrant's Telephone Number (325) 627-7155

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 203.425)
- .. 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 240.13 e-4 (c))

**Explanatory Note**

This Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on April 28, 2011 (the "Original 8-K") by First Financial Bankshares, Inc. (the "Company") solely for the purpose of disclosing the determination of the Company's Board of Directors with respect to the frequency of shareholder advisory votes on executive compensation. This Form 8-K/A does not amend or modify the Original 8-K in any other respect.

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

(d) At the annual meeting of shareholders of the Company held on April 26, 2011, the Company's Board of Directors (the "Board of Directors") recommended that the Company's future advisory votes on executive compensation should be held every year. Consistent with the Board of Directors' intention set forth in the Company's definitive proxy statement for the 2011 annual meeting of shareholders and in light of the voting results with respect to Proposal 4 discussed in the Original 8-K, the Board of Directors determined to hold an annual shareholder advisory vote to approve the compensation of the Company's named executive officers, commencing with its 2012 annual meeting of shareholders, and continuing thereafter until such time that the frequency vote is next presented to shareholders or until the Board of Directors determines that a different frequency is in the best interest of the Company and its shareholders.

**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.

FIRST FINANCIAL BANKSHARES, INC.  
(Registrant)

DATE: January 9, 2012

By: /S/ F. Scott Dueser  
F. SCOTT DUESER  
President and Chief Executive Officer