

WILSON BANK HOLDING CO

Form 8-K

April 26, 2018

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 26, 2018 (April 24, 2018)

WILSON BANK HOLDING COMPANY

(Exact name of registrant as specified in its charter)

0000000002 62-1497076

(State

or

of the Commission

jurisdiction

of

in File Number)

(IRS  
Employer

Identification  
No.)

623

West

Main

Street

Lebanon,

Tennessee

(Address

of

principal

executive

offices)

(615) 444-2265

(Registrant's telephone

number, including area

code)

37087

(Zip Code)

Not Applicable

(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.

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

On April 24, 2018, Wilson Bank Holding Company (the “Company”) held its 2018 Annual Meeting of Shareholders (the “Shareholders Meeting”) for which the Company’s Board of Directors solicited proxies, at 7:00 p.m. (CDT) at the Company’s main office, 623 West Main Street, Lebanon, Tennessee 37087. At the Shareholders Meeting, the shareholders voted on the proposals as described in detail in the Company’s definitive proxy statement for the Shareholders Meeting which was filed with the Securities and Exchange Commission on March 23, 2018 (the “Proxy Statement”). The proposals voted on and approved by the shareholders at the Shareholders Meeting were as follows:

(1) The election of three (3) Class II directors named in the Proxy Statement to serve as members of the Company’s Board of Directors for a term of three (3) years until the Annual Meeting of Shareholders in 2021. Each such director was elected by the following tabulation:

	For	Withhold Authority	Broker Non-Votes
Class II Directors			
Jack W. Bell	5,799,974	10,131	—
John C. McDearman III	5,802,424	7,681	—
H. Elmer Richerson	5,802,424	7,681	—

In addition to the foregoing, the remaining directors not up for re-election at the Shareholders Meeting continue to serve on the Company’s Board of Directors.

(2) The ratification of the appointment of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 was approved by the following tabulation:

For	Against	Abstain	Broker Non-Votes
5,785,447	7,408	17,250	—

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.

WILSON BANK HOLDING COMPANY

By: /s/ J. Randall Clemons  
J. Randall Clemons  
President and Chief Executive Officer

Date: April 26, 2018