

COMMERCE BANCSHARES INC /MO/
Form 8-K
January 30, 2014

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): January 27, 2014

Commerce Bancshares, Inc.

(Exact name of registrant as specified in its charter)

Missouri

0-2989

43-0889454

(State of Incorporation)

(Commission File
Number)

(IRS Employer Identification
No.)

1000 Walnut,

Kansas City, MO

(Address of principal executive
offices)

64106

(Zip Code)

(816) 234-2000

(Registrant's telephone number, including area
code)

(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:

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 27, 2014, the Compensation and Human Resources Committee of the Company's Board of Directors approved the base salary for 2014 (effective April 1, 2014) and the payment of cash bonuses to the Company's CEO and its other named executive officers. The cash bonuses were based on the Committee's certification of Company performance in accordance with the Company's Executive Incentive Compensation Plan. The Committee also approved the grant to those individuals of restricted stock awards and stock appreciation rights under the Company's 2005 Equity Incentive Plan.

| Executive Officer | Title | 2014 Salary | 2013 Performance- Based Bonus | Restricted Stock Awards | Stock Appreciation Rights |
|--------------------|-----------------------------------|----------------|-------------------------------------|-------------------------------|---------------------------------|
| | | \$ | \$ | # | # |
| David W. Kemper | Chairman & CEO | 922,935 | 949,959 | 27,424 | 27,693 |
| Jonathan M. Kemper | Vice Chairman | 476,139 | 318,558 | 11,732 | 13,333 |
| John W. Kemper | President & COO | 480,000 | 265,860 | 8,511 | 10,751 |
| Charles G. Kim | Executive Vice President & CFO | 427,850 | 264,214 | 7,919 | 8,205 |
| Kevin G. Barth | Executive Vice President | 427,850 | 264,214 | 7,804 | 8,205 |

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.

COMMERCE BANCSHARES, INC.

By: /s/ Jeffery D. Aberdeen
 Jeffery D. Aberdeen
 Controller
 (Chief Accounting Officer)

Date: January 30, 2014