

INTERNATIONAL BANCSHARES CORP  
Form 8-K  
May 20, 2015

**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 18, 2015**

**INTERNATIONAL BANCSHARES CORPORATION**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation or organization)

**000-09439**  
(Commission File Number)

**74-2157138**  
(I.R.S. Employer  
Identification No.)

**1200 San Bernardo, Laredo, Texas**  
(Address of principal executive offices)

**78040-1359**  
(ZIP Code)

(Registrant's telephone number, including area code) **(956) 722-7611**

**None**

(Former name or former address, if changed since last report)

## Edgar Filing: INTERNATIONAL BANCSHARES CORP - Form 8-K

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 250.13e-4 (c))

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

On May 18, 2015, International Bancshares Corporation (the Company) held its 2015 Annual Meeting of Shareholders (the Annual Meeting), at which the Company submitted the following proposals to its shareholders for a vote:

- (1) To elect nine (9) directors of the Company to serve until the next Annual Meeting of Shareholders and until their successors are duly elected and qualified;
- (2) To ratify the appointment of McGladrey LLP as independent auditors for the fiscal year ending December 31, 2015; and
- (3) To consider and approve a non-binding advisory resolution to approve the compensation of the Company's named executives as described in the Compensation, Discussion and Analysis and the tabular disclosure regarding named executive officer compensation in the Proxy Statement.

The following table lists the final voting results for Proposals 1, 2 and 3 at the Annual Meeting:

|                                      | For               | Against        | Withheld  | Abstentions   | Broker<br>Non-Votes |
|--------------------------------------|-------------------|----------------|-----------|---------------|---------------------|
| <b>Election of Directors</b>         |                   |                |           |               |                     |
| Irving Greenblum                     | 46,869,536        |                | 4,799,631 |               | 10,751,481          |
| R. David Guerra                      | 48,166,411        |                | 3,502,756 |               | 10,751,481          |
| Douglas B. Howland                   | 50,930,751        |                | 738,416   |               | 10,751,481          |
| Imelda Navarro                       | 46,657,133        |                | 5,012,034 |               | 10,751,481          |
| Peggy J. Newman                      | 51,222,086        |                | 447,081   |               | 10,751,481          |
| Dennis E. Nixon                      | 48,688,449        |                | 2,980,718 |               | 10,751,481          |
| Larry A. Norton                      | 50,929,523        |                | 739,644   |               | 10,751,481          |
| Leonardo Salinas                     | 51,208,969        |                | 460,198   |               | 10,751,481          |
| Antonio R. Sanchez, Jr.              | 46,774,268        |                | 4,894,899 |               | 10,751,481          |
| <b>Ratification of McGladrey LLP</b> | <b>58,849,341</b> | <b>292,918</b> |           | <b>49,184</b> | <b>3,229,205</b>    |
| <b>Non-binding Advisory</b>          |                   |                |           |               |                     |
| <b>Resolution on Compensation</b>    | <b>51,192,041</b> | <b>425,932</b> |           | <b>51,190</b> | <b>10,751,481</b>   |

Based on the foregoing results, each director nominee was elected by a majority vote standard, which is the voting standard required by the Company's Articles of Incorporation for uncontested director elections. Proposal 2 and 3 were approved by majority vote.



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.

INTERNATIONAL BANCSHARES CORPORATION  
(Registrant)

By: /s/ Dennis E. Nixon  
Dennis E. Nixon, President and  
Chairman of the Board

Date: May 20, 2015