

LANDMARK BANCORP INC
Form 8-K
March 29, 2013

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): **March 26, 2013**

Landmark Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-20878

43-1930755

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

701 Poyntz Avenue

Manhattan, Kansas 66502

(Address of principal executive offices) (Zip code)

(785) 565-2000

(Registrant's telephone number, including area code)

N/A

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

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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))

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

On March 26, 2013, on the recommendation of its Nominating and Corporate Governance Committee, the board of directors (the “Board”) of Landmark Bancorp, Inc. (the “Company”) increased the number of directors constituting the full Board from nine to ten, and appointed Wayne R. Sloan as a Class II director to fill the resultant vacancy. Mr. Sloan is the President of BHS Construction, Inc., a general construction firm in Manhattan, Kansas, a position he has held since 1982. In addition to his appointment to the Board, Mr. Sloan was also appointed to serve on the Company’s Audit Committee and the Nominating and Corporate Governance Committee.

Mr. Sloan does not have any direct or indirect material interest in any transaction with the Company required to be disclosed pursuant to Item 404(a) of Regulation S-K. There is also no arrangement or understanding between Mr. Sloan and any other person pursuant to which Mr. Sloan was selected as director.

As with each of the Company’s other non-employee directors, Mr. Sloan will receive a base retainer of \$1,750 per month.

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.

Date: March 29, 2013 **Landmark Bancorp, Inc.**

By: /s/ Mark A. Herpich
Name: Mark A. Herpich
Title: Vice President, Secretary, Treasurer and Chief Financial
 Officer