

PROSPERITY BANCSHARES INC  
Form 8-K  
July 17, 2009

**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): July 17, 2009**

**PROSPERITY BANCSHARES, INC.**

*(Exact name of registrant as specified in its charter)*

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

**0-25051**  
**(Commission File Number)**  
  
**4295 San Felipe**

**74-2331986**  
**(IRS Employer**  
  
**Identification No.)**

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**Houston, Texas 77027**

**(Address of principal executive offices including zip code)**

**Registrant's telephone number, including area code: (281) 269-7199**

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 2.02 Results of Operations and Financial Condition.**

On July 17, 2009, Prosperity Bancshares, Inc. publicly disseminated a press release announcing its financial results for the second quarter ending June 30, 2009. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

In addition to financial results determined in accordance with generally accepted accounting principles ( GAAP ), the press release also contains financial information determined by methods other than in accordance with GAAP. Prosperity s management believes that the inclusion in the press release of the three non GAAP financial measures of tangible book value per share, return on average tangible common equity and the tangible equity to tangible assets ratio, together with the accompanying reconciliations, provides a more complete understanding of factors and trends affecting Prosperity s business and allows investors to view performance in a manner similar to management, the entire financial services sector, bank stock analysts and bank regulators.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 2.02 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* The following is furnished as an exhibit to this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press Release issued by Prosperity Bancshares, Inc. dated July 17, 2009.

**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.

PROSPERITY BANCSHARES, INC.  
(Registrant)

Dated: July 17, 2009

By: /s/ James D. Rollins III  
James D. Rollins III  
President and Chief Operating Officer

**EXHIBIT INDEX**

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