

PROSPERITY BANCSHARES INC  
Form 8-K  
July 30, 2012

**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 30, 2012**

**Prosperity Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-35388**  
(Commission  
File Number)

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

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4295 San Felipe

Houston, Texas 77027

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (713) 693-9300

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))

**EXPLANATORY NOTE**

On July 1, 2012, Prosperity Bancshares, Inc. ( Prosperity ), the parent company of Prosperity Bank, El Campo, Texas, acquired American State Financial Corporation ( American State ), a Texas corporation, and parent company of American State Bank, Lubbock, Texas, pursuant to the terms of an Agreement and Plan of Reorganization dated February 26, 2012.

Prosperity is filing this Current Report on Form 8-K to provide a means for incorporation by reference of the contents of Item 9.01 in future filings with the Securities and Exchange Commission. The historical financial statements of American State attached hereto as Exhibit 99.1 were previously filed in the Registration Statement on Form S-4, as amended (No. 333-180760) (the Registration Statement ), related to the transaction. In addition, the unaudited pro forma consolidated combined financial information of Prosperity as of and for the year ended December 31, 2011 attached hereto as Exhibit 99.2 was previously filed in the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The following audited financial statements of American State are attached hereto as Exhibit 99.1 and incorporated by reference herein:

Consolidated Balance Sheets as of December 31, 2011 and 2010.

Consolidated Statements of Income for the years ended December 31, 2011, 2010 and 2009.

Consolidated Statements of Stockholders' Equity for the years ended December 31, 2011, 2010 and 2009.

Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009.

Notes to Consolidated Financial Statements.

(b) *Pro Forma Financial Information.*

The following unaudited pro forma consolidated combined financial information of Prosperity is attached hereto as Exhibit 99.2 and incorporated by reference herein:

Unaudited Pro Forma Consolidated Combined Balance Sheet as of December 31, 2011.

Unaudited Pro Forma Consolidated Combined Statement of Income for the year ended December 31, 2011.

Notes to Unaudited Pro Forma Consolidated Combined Financial Data.

(d) *Exhibits.* The following are filed as exhibits to this Current Report on Form 8-K:

Exhibit Number	Description of Exhibit
99.1	Audited Consolidated Financial Statements of American State
99.2	Unaudited Pro Forma Consolidated Combined Financial Information

**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 30, 2012

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

**EXHIBIT INDEX**

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