

PROSPERITY BANCSHARES INC  
Form 8-K  
April 17, 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): April 15, 2014**

**PROSPERITY BANCSHARES, INC.**  
**(Exact name of registrant as specified in its charter)**

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

**1-35388**  
**(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 5.07 Submission of Matters to a Vote of Security Holders**

On April 15, 2014, Prosperity Bancshares, Inc. (the Company) held its Annual Meeting of Shareholders to consider and act upon the items listed below:

1. William H. Fagan, M.D., William T. Luedke IV, Perry Mueller, Jr., D.D.S., and Harrison Stafford II were elected as Class I directors to serve on the Board until the Company's 2017 Annual Meeting of Shareholders and until their successors are duly elected and qualified, or until their earlier resignation or removal. The table below contains a summary of the number of votes for, votes withheld and broker non-votes for each nominated director:

|                            | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------------|-----------------------|-------------------------|
| William H. Fagan, M.D.     | 50,062,000       | 1,033,471             | 6,667,994               |
| William T. Luedke IV       | 50,407,482       | 687,989               | 6,667,994               |
| Perry Mueller, Jr., D.D.S. | 43,298,271       | 7,797,200             | 6,667,994               |
| Harrison Stafford II       | 50,134,775       | 960,696               | 6,667,994               |

The following Class II and Class III directors continued in office after the Annual Meeting: James A. Bouligny, W.R. Collier, Leah Henderson, Ned S. Holmes, Robert Steelhammer, H.E. Timanus, Jr., and David Zalman.

2. The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014 by the votes set forth in the table below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 57,351,050       | 256,908              | 149,927            | 0                       |

3. The shareholders adopted, on a non-binding, advisory basis, a proposal approving the compensation of the Company's named executive officers by the votes set forth in the table below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 49,583,988       | 835,207              | 676,276            | 6,667,994               |

**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: April 17, 2014

By: /s/ Charlotte M. Rasche  
Charlotte M. Rasche  
Executive Vice President and General Counsel