

CULLEN/FROST BANKERS, INC.

Form 8-K

January 29, 2018

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): January 24, 2018

Cullen/Frost Bankers, Inc.

(Exact name of registrant as specified in its charter)

Texas 74-1751768

(I.R.S.

(State or other jurisdiction of  
incorporation) Employer  
Identification  
No.)

100 W. Houston Street, San Antonio, Texas 78205  
(Address of principal executive offices) (Zip code)

(210) 220-4011

(Registrant's telephone number, including area code)

N/A

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

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:

☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On January 24, 2018, Ruben M. Escobedo notified Cullen/Frost Bankers, Inc. (“Cullen/Frost”) of his decision not to stand for re-election to the Board of Directors of Cullen/Frost (the “Board”) when his term expires at Cullen/Frost’s 2018 Annual Meeting of Shareholders (the “Annual Meeting”) on April 25, 2018. Mr. Escobedo is the Chairperson of Cullen/Frost's Audit Committee and is also a member of the Compensation and Benefits Committee and the Corporate Governance and Nominating Committee.

Also on January 24, 2018, R. Denny Alexander notified Cullen/Frost of his decision not to stand for re-election to the Board when his term expires at the Annual Meeting on April 25, 2018. Mr. Alexander is a member of the Wealth Advisors Committee of Frost Bank and has also served on the Strategic Planning Committee of Cullen/Frost.

Item 7.01 Regulation FD Disclosure

Attached, as Exhibit 99.1 and incorporated into this item by reference, is a press release issued by Cullen/Frost on January 29, 2018. The information furnished by Cullen/Frost pursuant to this item shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release dated January 29, 2018

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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.

CULLEN/FROST BANKERS, INC.

By: /s/ Jerry Salinas  
Jerry Salinas  
Group Executive Vice President  
and Chief Financial Officer

Dated: January 29, 2018

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EXHIBIT INDEX

Exhibit Number	Description
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99.1	<u>Press release dated January 29, 2018.</u>
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