

INTERNATIONAL BANCSHARES CORP
Form 8-K
May 23, 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): **May 21, 2018**

INTERNATIONAL BANCSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation or organization)

000-09439
(Commission File Number)

74-2157138
(I.R.S. Employer
Identification No.)

1200 San Bernardo, Laredo, Texas
(Address of principal executive offices)

78040-1359
(ZIP Code)

(Registrant's telephone number, including area code) **(956) 722-7611**

None

(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 250.13e-4 (c))

Indicate by check mark whether the registrant is an emerging growth company 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 5.07 Submission of Matters to a Vote of Security Holders.

On May 21, 2018, International Bancshares Corporation (the Company) held its 2018 Annual Meeting of Shareholders (the Annual Meeting), at which the Company submitted the following proposals to its shareholders for a vote:

- (1) To elect eight (8) directors to serve until the next Annual Meeting of Shareholders and until their successors shall have been duly elected and qualified;

- (2) To ratify the appointment of RSM US LLP, as independent auditors for the fiscal year ending December 31, 2018; and

- (3) To consider and approve a non-binding advisory resolution to approve the compensation of the Company's named executives as described in the Compensation, Discussion and Analysis and the tabular disclosures in the Proxy Statement.

The following table lists the final voting results for Proposals 1, 2 and 3 at the Annual Meeting:

| | For | Against | Withheld | Abstentions | Broker Non-Votes |
|------------------------------------------------------------|------------|---------|-----------|-------------|---------------------|
| Election of Directors | | | | | |
| Javier De Anda | 53,155,301 | | 55,551 | | 11,007,025 |
| Irving Greenblum | 48,458,521 | | 4,752,331 | | 11,007,025 |
| Douglas B. Howland | 52,961,852 | | 249,000 | | 11,007,025 |
| Peggy J. Newman | 50,922,158 | | 2,288,694 | | 11,007,025 |
| Dennis E. Nixon | 51,740,358 | | 1,470,494 | | 11,007,025 |
| Larry A. Norton | 52,961,852 | | 249,000 | | 11,007,025 |
| Roberto R. Resendez | 53,162,133 | | 48,719 | | 11,007,025 |
| Antonio R. Sanchez, Jr. | 52,944,644 | | 266,208 | | 11,007,025 |
| Ratification of RSM US LLP | | | | | |
| | 58,854,436 | 335,859 | | 82,437 | 5,004,489 |
| Non-binding Advisory Resolution on Compensation | | | | | |
| | 52,823,064 | 283,986 | | 103,698 | 11,007,029 |

Based on the foregoing results, each director nominee was elected by a majority vote standard, which is the voting standard required by the Company's Articles of Incorporation for uncontested director elections. Proposals 2 and 3 were approved by majority vote.

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.

INTERNATIONAL BANCSHARES CORPORATION
(Registrant)

By: */s/ Dennis E. Nixon*
Dennis E. Nixon, President and Chairman of the
Board

Date: May 23, 2018