

SIMMONS FIRST NATIONAL CORP

Form 8-K

April 20, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Exchange Act of 1934

Date of Report (Date of earliest event reported) April 19, 2016

SIMMONS FIRST NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Arkansas

(State or other jurisdiction of incorporation)

0-6253

(Commission File Number)

71-0407808

(I.R.S. Employer Identification No.)

501 Main Street, Pine Bluff, Arkansas

(Address of principal executive offices)

71601

(Zip Code)

(870) 541-1000

(Registrant's telephone number, including area code)

Not Applicable

(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 (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

(a) The annual shareholders meeting of the Company was held on April 19, 2016. The matters submitted to the security holders for approval included (1) fixing the number of directors at eleven (11), (2) the election of eleven (11) directors, (3) adoption of a non-binding resolution approving the compensation of the named executive officers of the Company and (4) ratification of the Audit Committee's selection of the accounting firm of BKD, LLP as independent auditors of the Company and its subsidiaries for the year ending December 31, 2016.

(b) At the annual meeting, all eleven (11) directors were elected by proxies solicited pursuant to Section 14 of the Securities Exchange Act of 1934, without any solicitation in opposition thereto. The following table summarizes the required analysis of the voting by security holders at the annual meeting of shareholders held on April 19, 2016:

Voting of Shares

| <u>Action</u> | <u>For</u> | <u>%</u> | <u>Against</u> | <u>%</u> | <u>Abstain</u> | <u>%</u> | <u>Broker</u> <u>Non-Votes</u> |
|--|------------|----------|----------------|----------|----------------|----------|-----------------------------------|
| Fix the number of directors at eleven (11) | 24,864,964 | 99.2% | 109,370 | 0.4% | 92,000 | 0.4% | |

| <u>Election of Directors:</u> | <u>For</u> | <u>%</u> | <u>Withhold</u> <u>Authority</u> | <u>%</u> | <u>Broker</u> <u>Non-Votes</u> |
|-------------------------------|------------|----------|-------------------------------------|----------|-----------------------------------|
| Jay D. Burchfield | 18,470,668 | 99.5% | 92,657 | 0.5% | 6,503,009 |
| William E. Clark, II | 18,486,665 | 99.6% | 76,660 | 0.4% | 6,503,009 |
| Steven A. Cosse | 18,471,506 | 99.5% | 91,819 | 0.5% | 6,503,009 |
| Mark C. Doramus | 18,482,770 | 99.6% | 80,555 | 0.4% | 6,503,009 |
| Edward Drilling | 18,485,391 | 99.6% | 77,935 | 0.4% | 6,503,009 |
| Eugene Hunt | 18,480,975 | 99.6% | 82,350 | 0.4% | 6,503,009 |
| Christopher R. Kirkland | 18,483,940 | 99.6% | 79,385 | 0.4% | 6,503,009 |
| W. Scott McGeorge | 18,481,965 | 99.6% | 81,360 | 0.4% | 6,503,009 |
| George A. Makris, Jr. | 18,318,223 | 98.7% | 245,103 | 1.3% | 6,503,009 |
| Joseph D. Porter | 18,481,137 | 99.6% | 82,188 | 0.4% | 6,503,009 |
| Robert L. Shoptaw | 18,481,023 | 99.6% | 82,302 | 0.4% | 6,503,009 |

| <u>Action</u> | <u>For</u> | <u>%</u> | <u>Against</u> | <u>%</u> | <u>Abstain</u> | <u>%</u> | <u>Broker</u> <u>Non-Votes</u> |
|--|------------|----------|----------------|----------|----------------|----------|-----------------------------------|
| Consider adoption of a non-binding resolution approving the compensation of the named executive officers | 18,184,224 | 98.0 | 162,912 | 0.9% | 216,189 | 1.1% | 6,503,009 |

Broker

| <u>Action</u> | <u>For</u> | <u>%</u> | <u>Against</u> | <u>%</u> | <u>Abstain</u> | <u>%</u> | <u>Non-Votes</u> |
|---|------------|----------|----------------|----------|----------------|----------|------------------|
| Ratify the Audit Committee's selection of the accounting firm of BKD, LLP as independent auditors of the Company and its subsidiaries for the year ending December 31, 2016 | 24,823,035 | 99.1% | 184,563 | 0.7% | 58,736 | 0.2% | |

Item 8.01 Other Events.

Designation of new Lead Director.

Mr. Steven A. Cossé has been designated by the Board as the Lead Director which position was vacated by the retirement of Dr. Harry L. Ryburn as a director of the Corporation. As Lead Director, Mr. Cossé will chair the Executive Committee of the Board and preside over executive sessions of the Board of Directors of the Corporation.

SIGNATURE

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.

SIMMONS FIRST NATIONAL CORPORATION

/s/ Robert A. Fehlman

Date: April 20, 2016 Robert A. Fehlman, Senior Executive Vice President,
Chief Financial Officer and Treasurer