

FIRST FINANCIAL BANKSHARES INC
Form 8-K
April 24, 2019

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 23, 2019

FIRST FINANCIAL BANKSHARES, INC.
(Exact Name of Registrant as Specified in its Charter)

Texas
(State or other Jurisdiction
of Incorporation)

0-7674
(Commission
File No.)
400 Pine Street, Abilene, Texas 79601

75-0944023
(IRS Employer
Identification No.)

(Address of Principal Executive Offices and Zip Code)

Registrant's Telephone Number (325) 627-7155

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 203.425)

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 240.13 e-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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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

(a) On April 23, 2019, the annual meeting of shareholders of the Company was held in Abilene, Texas.

(b) The following is a summary of the matters voted on at the annual meeting:

- (1) The following directors were elected at the annual meeting to hold office until the 2020 annual meeting of shareholders, and the respective number of votes cast for and withheld are as follows:

| Director | Votes For | Votes Withheld |
|---------------------|--------------|-------------------|
| April Anthony | 49,499,214 | 153,078 |
| Tucker S. Bridwell | 48,507,613 | 1,144,679 |
| David Copeland | 48,857,311 | 794,981 |
| Mike Denny | 49,513,120 | 139,172 |
| F. Scott Dueser | 49,207,673 | 444,619 |
| Murray Edwards | 49,031,516 | 620,776 |
| Ron Giddiens | 49,486,845 | 165,447 |
| Tim Lancaster | 49,063,546 | 588,746 |
| Kade L. Matthews | 49,389,970 | 262,322 |
| Robert Nickles, Jr. | 49,527,373 | 124,919 |
| Ross Smith | 49,514,202 | 138,090 |
| Johnny E. Trotter | 49,014,298 | 637,994 |

There were 11,090,432 broker non-votes.

- (2) The shareholders voted to ratify the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2019 by a vote of 59,767,853 for, 881,699 against and 93,172 abstained. There were no broker non-votes.

- (3) The shareholders approved the following resolution:

RESOLVED, that the shareholders of First Financial Bankshares, Inc. hereby approve on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K to the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders, including the Compensation Discussion and Analysis compensation tables and narrative discussion,

by a vote of 48,069,444 for, 1,125,013 against and 457,835 abstained. There were 11,090,432 broker non-votes.

- (4) The shareholders voted to approve an amendment to the Amended and Restated Certificate of Formation to increase the number of authorized shares to 200,000,000 by a vote of 59,633,684 for, 798,362 against and 310,678 abstained. There were no broker non-votes.

ITEM 7.01 REGULATION FD DISCLOSURE

Attached as exhibit 99.1 to this Form 8-K is the press release dated April 23, 2019 announcing the results of the Annual Meeting of Shareholders of the Company.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| Exhibit No. | Exhibit |
|----------------|---|
| 99.1 | <u>Press Release dated April 23, 2019</u> |

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.

FIRST FINANCIAL BANKSHARES, INC.
(Registrant)

DATE: April 23, 2019

By: /S/ F. Scott Dueser
F. SCOTT DUESER
President and Chief Executive Officer