

LANDMARK BANCORP INC  
Form 8-K  
May 24, 2012

**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 23, 2012**

**Landmark Bancorp, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-20878**

**43-1930755**

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(Commission File Number)

(I.R.S. Employer Identification Number)

**701 Poyntz Avenue, Manhattan, Kansas**      **66502**  
(Address of principal executive offices)      (Zip Code)

**(785) 565-2000**

(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**

On May 23, 2012, Landmark Bancorp, Inc. held its annual meeting of stockholders in Manhattan, Kansas. Of the 2,782,826 shares of common stock eligible to vote at the annual meeting, 2,595,932 shares were represented in person or by proxy, representing approximately 93.3% of the outstanding shares. The final results of voting on each of the proposals submitted to stockholders at the annual meeting are as follows:

1. Election of two Class II directors with terms expiring in 2015:

| Name            | For       | Withheld | Broker    |
|-----------------|-----------|----------|-----------|
|                 |           |          | Non-Votes |
| Richard A. Ball | 1,886,057 | 15,685   | 694,190   |
| Susan E. Roepke | 1,881,825 | 19,917   | 694,190   |

Based on the votes set forth above, the foregoing persons were elected to serve as Class II directors for a term expiring at the annual meeting of stockholders in 2015.

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012:

| Broker    |         |         |           |
|-----------|---------|---------|-----------|
| For       | Against | Abstain | Non-Votes |
| 2,571,453 | 12,889  | 11,590  | -         |

Based on the votes set forth above, the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2012 was ratified by the stockholders.



**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.

**LANDMARK BANCORP, INC.**

Dated: May 24, 2012 By: /s/ Mark A. Herpich  
Mark A. Herpich  
Vice President, Secretary, Treasurer  
and Chief Financial Officer