

WILSON BANK HOLDING CO

Form 8-K/A

May 17, 2017

United States

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

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 17, 2017 (April 11, 2017)

WILSON BANK HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Tennessee 62-1497076

(State

or

of Commission

jurisdiction

of

in File Number)

(IRS
Employer

Identification
No.)

623

West

Main

Street

Lebanon,

Tennessee

37087

(Address

of

principal

(Zip Code)

executive

offices)

(615) 444-2265

(Registrant's telephone

number, including area

code)

Not Applicable

(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:

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Explanatory Note

This Current Report on Form 8-K/A (the “Amendment”) amends and supplements the Current Report on Form 8-K filed by Wilson Bank Holding Company (the “Company”) with the Securities and Exchange Commission on April 17, 2017 (the “Original 8-K”). The sole purpose of this Amendment is to supplement the disclosure in the Original 8-K to disclose the decision regarding how frequently the Company will conduct future non-binding, advisory votes on the Company’s executive compensation programs and practices.

Item 5.07 Submission of Matters to a Vote of Security Holders.

As previously reported, the Company held its 2017 Annual Meeting of Shareholders on April 11, 2017 (the “Shareholders Meeting”). In the Original 8-K, the Company reported the results of the voting at the Shareholders Meeting, including the selection by the shareholders at the Shareholders Meeting of the option to hold future non-binding, advisory votes on the Company’s executive compensation programs and practices once every three years.

In light of the selection by the shareholders at the Shareholders Meeting of the option to hold future non-binding, advisory votes on the Company’s executive compensation programs and practices once every three years, the Company’s Board of Directors has adopted this recommendation and determined to hold future non-binding, advisory votes on the Company’s executive compensation programs and practices once every three years, until the next required non-binding, advisory vote on the frequency of future non-binding, advisory votes on the Company’s executive compensation programs and practices. The Company is required to hold a non-binding, advisory vote on the frequency of future non-binding, advisory votes on the Company’s executive compensation programs and practices no less frequently than once every six years.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

WILSON BANK HOLDING COMPANY

By: /s/ J. Randall Clemons
Name: J. Randall Clemons
Title: President and Chief Executive Officer

Date: May 17, 2017