

WILSON BANK HOLDING CO
Form 8-K
April 25, 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 25, 2019 (April 23, 2019)

WILSON BANK HOLDING COMPANY
(Exact name of registrant as specified in its charter)

Tennessee 62-1497076

(State

or
of the Commission (IRS
jurisdiction Employer

of
in File Number) 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)

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))

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 April 23, 2019, Wilson Bank Holding Company (the “Company”) held its 2019 Annual Meeting of Shareholders (the “Shareholders Meeting”) for which the Company’s Board of Directors solicited proxies, at 7:00 p.m. (CDT) at the Company’s Clemons-Richerson Operations Center, 105 North Castle Heights Avenue, Lebanon, Tennessee 37087. At the Shareholders Meeting, the shareholders voted on the proposals as described in detail in the Company’s definitive proxy statement for the Shareholders Meeting which was filed with the Securities and Exchange Commission on March 22, 2019 (the “Proxy Statement”). The proposals voted on and approved by the shareholders at the Shareholders Meeting were as follows:

(1) The election of three (3) Class III directors named in the Proxy Statement to serve as members of the Company’s Board of Directors for a term of three (3) years until the Annual Meeting of Shareholders in 2022. Each such director was elected by the following tabulation:

| | For | Against | Withhold Authority | Broker Non-Votes |
|---------------------|-----------|---------|--------------------|------------------|
| Class III Directors | | | | |
| James F. Comer | 5,755,322 | 20,848 | 33,002 | — |
| Michael G. Maynard | 5,773,597 | 19,917 | 15,658 | — |
| Clinton M. Swain | 5,793,435 | 152 | 15,585 | — |

In addition to the foregoing, the remaining directors not up for re-election at the Shareholders Meeting continue to serve on the Company’s Board of Directors.

(2) The ratification of the appointment of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 was approved by the following tabulation:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,781,252 | 10,850 | 17,070 | — |

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.

WILSON BANK HOLDING COMPANY

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

Date: April 25, 2019