

MIDSOUTH BANCORP INC
Form 8-K
May 21, 2015
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 20, 2015

MidSouth Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Louisiana 1-11826 72-1020809
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

102 Versailles Boulevard, Lafayette, 70501
Louisiana
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area
code 337-237-8343

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

On May 20, 2015, the Company held its 2015 Annual Meeting of Shareholders, at which 8,601,281 shares of the Company's common stock, \$0.10 par value per share, were represented in person or by valid proxy. The Company's shareholders took the following actions at the 2015 Annual Meeting:

1. Election of Directors – Shareholders elected C.R. Cloutier, Jake Delhomme, Timothy J. Lemoine, and William M. Simmons to serve as Class I Directors until the 2018 Annual Meeting of Shareholders or until their successors are elected and qualified. The number of votes cast for each of these individuals is as set forth below:

| <u>Director</u> | <u>Shares For</u> | <u>Shares Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|-------------------|------------------------|-------------------------|
| C.R. Cloutier | 6,146,344 | 688,395 | 1,766,542 |
| Jake Delhomme | 6,164,595 | 670,144 | 1,766,542 |
| Timothy J. Lemoine | 6,055,370 | 779,369 | 1,766,542 |
| William M. Simmons | 6,054,149 | 780,590 | 1,766,542 |

2. Non-binding advisory resolution approving compensation of the named executive officers - Shareholders approved a non-binding advisory resolution approving the compensation paid to the named executive officers in 2014 as set forth in the Company's proxy statement for the 2015 Annual Meeting. The vote totals were as follows:

| <u>Shares For</u> | <u>Shares Against</u> | <u>Shares Abstained</u> | <u>Broker Non-Votes</u> |
|-------------------|-----------------------|-------------------------|-------------------------|
| 6,638,353 | 166,891 | 29,495 | 1,766,542 |

3. Ratify the appointment of Porter Keadle Moore, LLC ("PKM") as the Company's independent registered public accounting firm for the year ending December 31, 2015 - Shareholders ratified the appointment of PKM as the Company's independent registered public accounting firm for the year ending December 31, 2015 as set forth in the Company's proxy statement for the 2015 Annual Meeting. The vote totals were as follows:

| <u>Shares For</u> | <u>Shares Against</u> | <u>Shares Abstained</u> |
|-------------------|-----------------------|-------------------------|
| 8,565,780 | 31,084 | 4,417 |

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.

MIDSOUTH BANCORP, INC.
(Registrant)

Date: May 20, 2015 By: /s/ James R. McLemore
James R. McLemore
Senior Executive Vice President and
Chief Financial Officer