

FIRST FINANCIAL BANKSHARES INC

Form 8-K

April 25, 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): April 24, 2012**

**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.)

**75-0944023**  
(IRS Employer

Identification No.)

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400 Pine Street, Abilene, Texas 79601

(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))

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On April 24, 2012, at the annual meeting of shareholders, the shareholders of First Financial Bankshares, Inc. (the Company) approved an amendment to the Company's Amended and Restated Certificate of Formation (the Certificate) to increase the number of common shares authorized to 80,000,000. Also on April 24, 2012, the amendments to, and the Certificate, were filed with the Secretary of the State of Texas. For a more detailed description of the amendment to the Certificate, please refer to the Company's 2012 proxy statement filed with the Securities and Exchange Commission on March 1, 2012. The foregoing description of the amendment to the Certificate is qualified in its entirety by the full text of the Certificate as amended which is attached herein as Exhibit 3.1 and incorporated herein by reference.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

(a) On April 24, 2012, 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 2013 annual meeting of shareholders, and the respective number of votes cast for and withheld are as follows:

Director	Votes For	Votes Withheld
Steven L. Beal	21,615,626	127,041
Tucker S. Bridwell	21,706,234	36,433
Joseph E. Canon	21,585,245	157,422
David Copeland	21,676,344	66,323
F. Scott Dueser	21,600,067	142,600
Murray Edwards	21,703,696	38,971
Ron Giddiens	21,687,275	55,392
Kade L. Matthews	21,586,198	156,469
Johnny E. Trotter	21,616,772	125,895

There were 5,494,875 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, 2012 by a vote of 26,774,312 for, 427,331 against and 35,899 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 2012 Annual Meeting of Shareholder, including the Compensation Discussion and Analysis compensation tables and narrative discussion,

by a vote of 21,364,836 for, 230,075 against and 147,753 abstained. There were 5,494,878 broker non-votes.

(4) The shareholders approved the adoption of the 2012 Incentive Stock Option Plan by a vote of 21,268,507 for, 383,913 against and 90,243 abstained. There were 5,494,879 broker non-votes.

(5) The shareholders approved the following resolution:

RESOLVED, that the Amended and Restated Certificate of Formation of the Company be amended to increase the total number of authorized common shares so that the Company is authorized to issue 80,000,000 common shares, to be effected by amending Article Four of the Company's Amended and Restated Certificate of Formation to read in its entirety as follows:

The aggregate number of common shares which the corporation shall have authority to issue is 80,000,000 of the par value of \$0.01 each,

by a vote of 25,396,334 for, 1,738,961 against and 102,247 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 24, 2012 announcing the results of the Annual Meeting of Shareholders of the Company.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit

Exhibit No.	Exhibit
3.1	Amendment to Amended and Restated Certificate of Formation, dated April 24, 2012
99.1	Press Release dated April 24, 2012

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 24, 2012

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