

FIRST FARMERS & MERCHANTS CORP  
Form 8-K  
April 22, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 22, 2011 (April 19, 2011)**

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**FIRST FARMERS AND MERCHANTS CORPORATION**

(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction of  
incorporation)

**000-10972**  
(Commission File Number)

**62-1148660**  
(IRS Employer Identification  
No.)

**816 South Garden Street**

**Columbia, Tennessee**  
(Address of principal executive  
offices)

**38402-1148**  
(Zip Code)

Registrant's telephone number, including area code **(931) 388-3145**

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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 (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))
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**Section 5 Corporate Governance and Management****Item 5.07. Submission of Matters to a Vote of Securities Holders.**

First Farmers and Merchants Corporation (the Corporation) held its annual meeting of shareholders on April 19, 2011 (the Annual Meeting). At the Annual Meeting, the shareholders of the Corporation voted on the following proposals:

- The election of 15 directors to the Corporation's Board of Directors;
- An advisory vote on the compensation of the named executive officers; and
- An advisory vote on the frequency of the advisory vote on the compensation of the named executive officers.

For more information about the foregoing proposals, see the Company's proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 23, 2011. The number of votes cast for or against, as well as abstentions and broker non-votes, if applicable, with respect to each proposal is set out below.

**Proposal 1: Election of Directors**

The Corporation's shareholders elected each of the 15 nominees to serve as directors of the Corporation until the 2012 annual meeting of shareholders or until his or her successor is qualified and elected. The voting results are set forth below:

| <b>Director Nominee</b>  | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|--------------------------|------------|-----------------|------------------------|
| Kenneth A. Abercrombie   | 3,446,870  | 72,672          | 348,551                |
| James L. Bailey, Jr.     | 3,451,974  | 67,568          | 348,551                |
| M. Darlene Baxter        | 3,448,486  | 71,056          | 348,551                |
| Jonathan M. Edwards      | 3,452,806  | 66,736          | 348,551                |
| Tom Napier Gordon        | 3,452,194  | 67,348          | 348,551                |
| Dalton M. Mounger        | 3,453,026  | 66,516          | 348,551                |
| Timothy E. Pettus        | 3,439,960  | 79,582          | 348,551                |
| Dr. Joseph W. Remke, III | 3,449,760  | 69,782          | 348,551                |
| Patrick J. Riley         | 3,453,026  | 66,516          | 348,551                |
| Matthew C. Scoggins, Jr. | 3,453,026  | 66,516          | 348,551                |
| T. Randy Stevens         | 3,429,595  | 89,947          | 348,551                |
| W. Lacy Upchurch         | 3,452,134  | 67,408          | 348,551                |
| William R. Walter        | 3,450,854  | 68,688          | 348,551                |

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|                       |           |        |         |
|-----------------------|-----------|--------|---------|
| Dan C. Wheeler        | 3,451,686 | 67,856 | 348,551 |
| Dr. David S. Williams | 3,452,134 | 67,408 | 348,551 |

**Proposal 2: Advisory Vote on Executive Compensation**

The Corporation's shareholders adopted a resolution to approve, on an advisory basis, the compensation of the named executive officers described in the Corporation's proxy statement. The voting results are set forth below:

| For       | Against | Abstention/Broker Non-Vote |
|-----------|---------|----------------------------|
| 3,174,860 | 246,395 | 446,838                    |

**Proposal 3: Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation**

The Corporation's shareholders expressed a non-binding preference to hold the advisory vote on the compensation of the named executive officers every three years. The voting results are set forth below:

| 1 Year    | 2 Years | 3 Years   | Abstention/Broker Non-Vote |
|-----------|---------|-----------|----------------------------|
| 1,045,452 | 103,432 | 2,124,291 | 594,918                    |

Based on these results, the Corporation will hold an advisory vote on the compensation of the named executive officers every three years.

**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 FARMERS AND MERCHANTS CORPORATION**

By: */s/ Patricia P. Bearden*  
Patricia P. Bearden  
Treasurer

Date: April 22, 2011