

WILSON BANK HOLDING CO
Form 8-K/A
September 08, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

(Amendment No. 1)

**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 12, 2011

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

Tennessee
(State or other Jurisdiction of
Incorporation)

000-20402
(Commission File Number)

62-1497076
(IRS Employer Identification No.)

**623 West Main Street
Lebanon, Tennessee**

(Address of Principal Executive Offices)

37087
(Zip Code)

Registrant's telephone number, including area code: **(615) 444-2265**

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:

- 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))

EXPLANATORY NOTE

Wilson Bank Holding Company (the “Company”) is filing this Amendment No. 1 to its Current Report on Form 8-K filed on April 14, 2011 for the sole purpose of disclosing the Company’s decision as to the frequency with which it will include advisory votes on the compensation of its named executive officers in future annual meeting proxy materials.

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

On April 12, 2011, the Company held its 2011 Annual Meeting of Shareholders. As previously disclosed, a majority of shareholders voted in favor of conducting non-binding shareholder advisory votes on the compensation of the Company’s named executive officers once every three years. In light of this voting result and other factors, the Board of Directors has determined that the Company will hold a non-binding shareholder advisory vote on the compensation of its named executive officers once every three years until the next advisory vote on the frequency of future non-binding shareholder advisory votes on the compensation of the Company’s named executive officers, which will occur no later than the Company’s annual meeting of shareholders in 2017, or until the Board of Directors otherwise determines that a different frequency for such advisory vote would be in the best interests of the Company’s shareholders.

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: September 8, 2011

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