

WILSON BANK HOLDING CO  
Form 8-K  
April 11, 2014

**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 11, 2014 (April 8, 2014)**

**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)**

**(615) 444-2265**

**37087**  
**(Zip Code)**

**(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))

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

On April 8, 2014, Wilson Bank Holding Company (the Company) held its 2014 Annual Meeting of Shareholders (the Shareholders Meeting), for which the Board of Directors solicited proxies, at 7:00 p.m. (CDT) at the Company's main office, 623 West Main Street, Lebanon, Tennessee 37087. At the Shareholders Meeting, the shareholders voted on the proposals as described in detail in the Company's definitive proxy statement that the Company filed with the Securities and Exchange Commission on March 7, 2014 (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 I directors, named in the Proxy Statement, to serve as members of the Company's Board of Directors for a term of three years until the Annual Meeting of Shareholders in 2017. Each such director was elected by the following tabulation:

	For	Against	Abstain
Charles Bell	4,151,077	15,214	0
J. Randall Clemons	4,151,288	12,250	2,753
James Anthony Patton	4,130,809	16,295	19,187

In addition to the foregoing, the remaining directors not up for re-election at the 2014 Annual Meeting of Shareholders continue to serve on the 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, 2014 was approved by the following tabulation:

For	Against	Abstain
4,129,915	20,503	15,873

(3) The advisory non-binding vote on the compensation of the Company's executive compensation programs and practices, which were described in more detail in the Proxy Statement was approved by the following tabulation:

For	Against	Abstain
3,926,953	56,961	182,377

**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 11, 2014