

PROSPERITY BANCSHARES INC

Form 8-K

January 19, 2018

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): January 16, 2018

Prosperity bancshares, inc.

(Exact name of registrant as specified in its charter)

Texas

001-35388

74-2331986

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

4295 San Felipe

Houston, Texas 77027

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (281) 269-7199

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

During its regularly scheduled meeting on January 16, 2018, the Board of Directors (the “Board”) of Prosperity Bancshares, Inc. (the “Company”) unanimously approved a resolution to amend and restate the Amended and Restated Bylaws of the Company (the “Bylaws”) to provide that shareholders of the Company may adopt, amend and repeal Bylaws upon the affirmative vote of two-thirds of the issued and outstanding shares of the Company entitled to vote thereon. The amendment became effective on January 16, 2018.

The foregoing summary of the amendment to the Bylaws of the Company is not complete and is qualified in its entirety by reference to the complete text of such Bylaws, which are filed as Exhibit 3.1 to this Current Report on Form 8-K and which are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following is filed as an exhibit to this Current Report on Form 8-K:

Exhibit

Number Description of Exhibit

3.1 Amended and Restated Bylaws of Prosperity Bancshares, Inc., effective January 16, 2018.

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.

PROSPERITY BANCSHARES, INC.

(Registrant)

Dated: January 19, 2018 By: /s/ Charlotte M. Rasche
Charlotte M. Rasche
Executive Vice President and General Counsel

