

QCR HOLDINGS INC  
Form 8-K  
May 24, 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) May 23, 2018**

**QCR Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-22208**

**Delaware**

**42-1397595**

(State or other jurisdiction of incorporation) (I.R.S. Employer Identification Number)

**3551 Seventh Street**

**Moline, Illinois 61265**

(Address of principal executive offices, including zip code)

**(309) 736-3584**

(Registrant's telephone number, including area code)

N/A

(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

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

On May 23, 2018, QCR Holdings, Inc. (the “Company”) held its annual meeting of stockholders in Moline, Illinois. Of the 13,935,293 shares of common stock issued and outstanding as of the record date for the meeting, 12,413,266 shares were represented at the meeting in person or by proxy, constituting approximately 89% of the outstanding shares.

Four proposals were presented to the stockholders, and the final results of voting on each of the matters submitted to a vote during the annual meeting are as follows:

1. For the election of four (4) Class I directors of the Company:

| NOMINEE             | FOR       | WITHHELD | BROKER N.V. |
|---------------------|-----------|----------|-------------|
| Mary Kay Bates      | 9,273,617 | 325,977  | 2,813,672   |
| John-Paul E. Besong | 9,225,914 | 373,680  | 2,813,672   |
| Todd A. Gipple      | 8,627,592 | 972,002  | 2,813,672   |
| Donna J. Sorensen   | 9,247,517 | 352,077  | 2,813,672   |

2. To approve, in a non-binding, advisory vote, the compensation of certain executive officers:

| FOR       | AGAINST | ABSTAIN | BROKER N.V. |
|-----------|---------|---------|-------------|
| 9,331,358 | 231,159 | 37,077  | 2,813,672   |

3. To approve, in a non-binding, advisory vote, the frequency with which stockholders will vote on future say-on-pay proposals:

| 1 YEAR    | 2 YEARS | 3 YEARS | ABSTAIN | BROKER N.V. |
|-----------|---------|---------|---------|-------------|
| 9,125,264 | 102,431 | 359,681 | 12,218  | 2,813,672   |

4. To ratify the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

| FOR        | AGAINST | ABSTAIN | BROKER N.V. |
|------------|---------|---------|-------------|
| 11,935,224 | 472,091 | 5,951   | -0-         |

**Item 7.01. Regulation FD Disclosure.**

On May 23, 2018, the Company reviewed a presentation at its annual meeting of stockholders, which is attached hereto as Exhibit 99.1 and incorporated by reference. This presentation is also available to view at the Company's website, [www.qcrh.com](http://www.qcrh.com).

The information furnished pursuant to this Item and the related exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

**Item 8.01. Other Events.**

On May 24, 2018, the Company issued a press release regarding the election of new director Mary Kay Bates and the announcement of a cash dividend of \$0.06 per share of Company common stock, a copy of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Investor Presentation, dated May 23, 2018.

99.2 Press Release, dated May 24, 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.

**QCR HOLDINGS,  
INC.**

Dated: May 24, 2018 By: /s/ Todd A. Gipple  
Executive Vice  
President, Chief  
Operating Officer  
and Chief Financial  
Officer