

LAKELAND FINANCIAL CORP

Form 8-K

April 09, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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 8, 2014

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Lakeland Financial Corporation  
(Exact name of Registrant as specified in its charter)

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|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Indiana   | 0-11487                  | 35-1559596                           |
| (State or other jurisdiction<br>Of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

202 East Center Street, P.O. Box 1387, Warsaw, Indiana 46581-1387

(Address of principal executive offices) (Zip Code)

(574) 267-6144

(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Solicitation 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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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c)

On April 8, 2014, Lakeland Financial Corporation (the “Company”) announced that David M. Findlay, age 52, assumed the role of the President and Chief Executive Officer of the Company and Lake City Bank (the “Bank”). Mr. Findlay has been the President and Chief Financial Officer since 2010 and has been the Chief Financial Officer since joining the Company in 2000. In compensation for his service, Mr. Findlay will receive an annual salary of \$430,000 and shall be entitled to participate in all compensation and benefit plans available to the executive officers of the Company and the Bank pursuant to the terms of such plans. As previously announced, Michael L. Kubacki resigned as Chief Executive Officer of the Company and the Bank at the 2014 annual meeting of the shareholders of the Company and assumed the role of Executive Chairman.

The press release relating to Mr. Findlay’s appointment issued on April 8, 2014 is attached hereto as Exhibit 99.1

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

On April 8, 2014 the Company’s annual meeting of stockholders was held. At the meeting, the stockholders elected Blake W. Augsburger, Robert E. Bartels, Jr., Thomas A. Hiatt, Michael L. Kubacki, Charles E. Niemier, Steven D. Ross, Brian J. Smith, Bradley J. Toothaker, Ronald D. Truex and M. Scott Welch each with terms expiring in 2015. Continuing as directors until 2015 are Daniel F. Evans, Jr., David M. Findlay and Emily E. Pichon. Additionally, the Company’s stockholders ratified the advisory vote on executive compensation and ratified the selection of Crowe Horwath LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2014.

The final results of voting on each of the matters submitted to a vote of security holders during the annual meeting are as follows:

Election of Directors:

|                        | For        | Against | Abstain | Broker<br>Non-votes |
|------------------------|------------|---------|---------|---------------------|
| Blake W. Augsburger    | 12,404,192 | 40,252  | 14,870  | 1,914,415           |
| Robert E. Bartels, Jr. | 12,341,951 | 103,600 | 13,863  | 1,914,415           |
| Thomas A. Hiatt        | 12,369,074 | 76,528  | 13,812  | 1,914,415           |
| Michael L. Kubacki     | 12,328,874 | 116,678 | 13,863  | 1,914,415           |
| Charles E. Niemier     | 12,314,738 | 130,864 | 13,812  | 1,914,415           |
| Steven D. Ross         | 12,335,562 | 109,989 | 13,863  | 1,914,415           |
| Brian J. Smith         | 12,381,267 | 62,817  | 15,330  | 1,914,414           |
| Bradley J. Toothaker   | 12,406,369 | 35,712  | 17,332  | 1,914,415           |
| Ronald D. Truex        | 12,373,873 | 71,247  | 14,293  | 1,914,416           |
| M. Scott Welch         | 12,329,185 | 115,765 | 14,464  | 1,914,415           |

Ratification of Advisory Proposal on Executive Compensation:

|  | For        | Against | Abstain | Broker<br>Non-votes |
|--|------------|---------|---------|---------------------|
|  | 11,918,926 | 455,993 | 84,493  | 1,914,417           |

Ratification of Independent Registered Public Accounting Firm:

|                   | For        | Against | Abstain | Broker<br>Non-votes |
|-------------------|------------|---------|---------|---------------------|
| Crowe Horwath LLP | 14,192,310 | 157,664 | 23,854  | 0                   |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed herewith:

99.1 Press Release issued by Lakeland Financial Corporation and Lake City Bank on April 8, 2014.

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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.

LAKELAND FINANCIAL CORPORATION

Dated: April 9,  
2014

By: /s/David M. Findlay

David M. Findlay  
President and Chief

Executive Officer

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