

Section 1: 8-K

**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 22, 2019**

Landmark Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-33203
(Commission
File Number)

43-1930755
(I.R.S. Employer
Identification No.)

701 Poyntz Avenue
Manhattan, Kansas 66502
(Address of principal executive offices) (Zip code)

(785) 565-2000
(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 Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered:</u>
Common Stock, par value \$0.01 per share	LARK	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 22, 2019, Landmark Bancorp, Inc. (the “Company”) held its Annual Meeting of Stockholders in Manhattan, Kansas. Of the 4,372,116 shares of common stock eligible to vote at the Annual Meeting, 4,021,066 shares were represented in person or by proxy, representing approximately 92.0% of the outstanding shares. The final results of voting on each of the proposals submitted to stockholders at the Annual Meeting are as follows:

- 1) Election of three Class III members of the board of directors to serve a three-year term expiring in 2022:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Patrick L. Alexander	2,451,587	63,850	16,616	1,489,013
Jim W. Lewis	2,487,468	34,199	10,386	1,489,013
Michael E. Scheopner	2,482,500	34,973	14,580	1,489,013

- 2) Approval, in a non-binding, advisory vote, of the compensation of our named executive officers (“say-on-pay”) disclosed in the Company’s definitive proxy statement, which was filed on April 18, 2019:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,170,517	328,721	32,815	1,489,013

- 3) Approval, in a non-binding, advisory vote, of the frequency for which “say-on-pay” stockholder votes will be held:

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
1,012,895	31,564	1,459,287	28,307	1,489,013

Based upon these results, and consistent with the board of directors’ previous recommendation, the Company will continue to hold the “say-on-pay” vote every three years.

- 4) Ratification of the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2019:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,968,504	40,651	11,911	-

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.

Date: May 23, 2019

LANDMARK BANCORP, INC.

By: /s/ Mark A. Herpich

Name: Mark A. Herpich

Title: Vice President, Secretary, Treasurer and Chief Financial Officer

[\(Back To Top\)](#)