

LAKELAND FINANCIAL CORP

Form 8-K

April 13, 2016

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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 12, 2016

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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.

Consistent with the previously announced transition plan, Michael L. Kubacki retired as Executive Chairman of Lakeland Financial Corporation (the “Company”), effective as of the 2016 annual meeting. Mr. Kubacki will remain as the non-executive Chairman of the Board of both the Company and its subsidiary, Lake City Bank.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 12, 2016, the Company’s annual meeting of stockholders was held. At the meeting, the stockholders elected Blake W. Augsburger, Robert E. Bartels, Jr., Daniel F. Evans, Jr., David M. Findlay, Thomas A. Hiatt, Michael L. Kubacki, Charles E. Niemier, Emily E. Pichon, Steven D. Ross, Brian J. Smith, Bradley J. Toothaker, Ronald D. Truex and M. Scott Welch, each with terms expiring in 2017. 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, 2016.

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    | 11,853,572 | 70,590  | 20,753  | 2,549,505           |
| Robert E. Bartels, Jr. | 11,832,675 | 91,119  | 20,951  | 2,549,505           |
| Daniel F. Evans, Jr.   | 11,846,154 | 77,269  | 21,441  | 2,549,505           |
| David M. Findlay       | 11,864,154 | 58,697  | 21,657  | 2,549,505           |
| Thomas A. Hiatt        | 11,821,676 | 101,865 | 21,323  | 2,549,505           |
| Michael L. Kubacki     | 11,860,259 | 65,620  | 18,985  | 2,549,505           |
| Charles E. Niemier     | 11,817,257 | 107,352 | 20,255  | 2,549,505           |
| Emily E. Pichon        | 11,837,666 | 86,126  | 21,072  | 2,549,505           |
| Steven D. Ross         | 11,853,612 | 69,808  | 21,444  | 2,549,505           |
| Brian J. Smith         | 11,821,985 | 39,900  | 82,979  | 2,549,505           |
| Bradley J. Toothaker   | 11,754,831 | 112,596 | 77,437  | 2,549,505           |
| Ronald D. Truex        | 11,760,850 | 109,344 | 74,670  | 2,549,505           |
| M. Scott Welch         | 11,801,335 | 114,410 | 29,119  | 2,549,505           |

Ratification of Advisory Proposal on Executive Compensation:

|  | For        | Against | Abstain | Broker<br>Non-votes |
|--|------------|---------|---------|---------------------|
|  | 11,607,701 | 198,120 | 139,043 | 2,549,505           |

Ratification of Independent Registered Public Accounting Firm:

Broker

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|                   | For        | Against | Abstain | Non-votes |
|-------------------|------------|---------|---------|-----------|
| Crowe Horwath LLP | 14,333,684 | 106,903 | 53,782  | 0         |

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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 13,  
2016

By: /s/Lisa M. O'Neill

Lisa M. O'Neill  
Executive Vice President and  
Chief Financial Officer

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