

FIRST CITIZENS BANCSHARES INC /DE/  
Form 8-K  
April 26, 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) April 24, 2018

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First Citizens BancShares, Inc.  
(Exact name of registrant as specified in its charter)  
Delaware 001-16715 56-1528994  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

4300 Six Forks Road, Raleigh, North Carolina 27609  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (919) 716-7000

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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)
- 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))
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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 (§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.

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

The Annual Meeting of shareholders of First Citizens BancShares, Inc. ("BancShares") was held on April 24, 2018. At the meeting, BancShares' shareholders voted on:

the election of 12 directors for terms of one year each;

a non-binding advisory "say-on-pay" proposal to approve compensation paid or provided to BancShares' named executive officers as disclosed in the proxy statement for the Annual Meeting; and

a proposal to ratify the appointment of Dixon Hughes Goodman LLP as BancShares' independent public accountants for 2018.

The following tables reflect the final results of the voting at the Annual Meeting.

## ELECTION OF DIRECTORS

Name of Nominee	Votes Cast "For"	Votes "Withheld"	Broker Non-votes
John M. Alexander, Jr.	22,314,849	997,385	2,281,180
Victor E. Bell III	23,014,212	298,022	2,281,180
Peter M. Bristow	22,980,460	331,774	2,281,180
Hope H. Bryant	22,978,059	334,175	2,281,180
H. Lee Durham, Jr.	22,163,940	1,148,294	2,281,180
Daniel L. Heavner	22,319,890	992,344	2,281,180
Frank B. Holding, Jr.	23,083,022	229,212	2,281,180
Robert R. Hoppe	23,145,278	166,956	2,281,180
Floyd L. Keels	22,338,083	974,151	2,281,180
Robert E. Mason IV	23,095,199	217,035	2,281,180
Robert T. Newcomb	22,814,984	497,250	2,281,180
James M. Parker	22,965,444	346,790	2,281,180

## "SAY-ON-PAY" PROPOSAL

Description of Matter Voted On	Votes Cast "For"	Votes Cast "Against"	Abstained	Broker Non-votes
Proposal to approve a non-binding, advisory resolution to approve compensation paid or provided to named executive officers as disclosed in the 2018 Annual Meeting proxy statement	22,886,343	267,324	158,567	2,281,180

## APPOINTMENT OF INDEPENDENT ACCOUNTANTS

Description of Matter Voted On	Votes Cast "For"	Votes Cast "Against"	Abstained	Broker Non-votes
Proposal to ratify the appointment of independent accountants for 2018	25,427,713	123,915	41,786	-0-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST CITIZENS BANCSHARES, INC.  
(Registrant)

Date: April 26, 2018 By: /s/ Craig L. Nix  
Craig L. Nix  
Chief Financial Officer