

FIRST BANCSHARES INC /MS/
Form 8-K
May 30, 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 24, 2018**

The First Bancshares, Inc.
(Exact name of registrant as specified
in its charter)

Mississippi 64-0862173
(State
or
other Commission (I.R.S. Employer
jurisdiction) Identification No.)
of
incorporation)

**6480 U.S. Hwy
98 West, 39402
Hattiesburg, MS**
(Address of
principal (Zip Code)
executive offices)

Registrant's **(601) 268-8998**
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

.. 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 240.13a-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 (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 24, 2018, The First Bancshares, Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Meeting”). Four proposals were voted on at the Meeting. As of the record date, there were 12,339,492 shares entitled to vote, of which 9,627,780 shares, or 78.02%, were voted in person or by proxy at the Meeting. The matters voted on at the Meeting and final voting results are summarized below.

Proposal 1 - A Company proposal to elect four Class II directors to serve a three-year term expiring at the 2021 annual meeting of shareholders, or until their successors are elected and qualified:

| <u>Directors Elected</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------------|------------------|-----------------------|-------------------------|
| Charles R. Lightsey | 8,084,707 | 514,885 | 1,028,188 |
| Fred A. McMurry | 8,291,951 | 307,641 | 1,028,188 |
| Thomas E. Mitchell | 8,441,483 | 158,109 | 1,028,188 |
| Andrew D. Stetelman | 8,297,513 | 302,079 | 1,028,188 |

Each of the four director nominees was elected for a three-year term.

Proposal 2 - A Company proposal to ratify the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------|-------------------------|
| 9,625,087 | 2,487 | 206 | 0 |

The appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm was ratified.

Proposal 3 - A Company proposal to approve, on an advisory basis, the 2017 compensation of its named executive officers:

Votes For Votes Against Abstained Broker Non-Votes

8,390,162 10,972 198,458 1,028,188

The 2017 compensation of the Company's named executive officers was approved on an advisory basis.

Proposal 4 – A Company proposal to approve an amendment to its Amended and Restated Articles of Incorporation to increase the number of authorized shares of common stock:

Votes For Votes Against Abstained Broker Non-Votes

8,610,574 1,007,023 10,183 0

The amendment to the Company's Amended and Restated Articles of Incorporation was approved.

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.

The First Bancshares, Inc.

Date: May 30, 2018

/s/ Donna T. (Dee Dee) Lowery
Donna T. (Dee Dee) Lowery
Executive Vice President and
Chief
Financial Officer