

PEOPLES FINANCIAL CORP /MS/

Form 8-K

April 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 18, 2013**

**PEOPLES FINANCIAL CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

**152 Lameuse Street Biloxi, MS**  
(Address of Principal Executive Offices)

**(228) 435-5511**

**39530**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

(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 Instructions 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 (17CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act ( 17CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4( c) under the Exchange Act (17 CFR 240.13e-4( c))

Item 5.07. Results of Shareholder Vote

The Annual Meeting of Shareholders of Peoples Financial Corporation was held on April 16, 2013. There were 5,136,918 shares entitled to vote at the Annual Meeting. Except in the election of directors, each share of common stock entitles the holder thereof to one vote on each matter presented at the Annual Meeting. In the election of directors, each shareholder may vote his shares cumulatively by multiplying the number of shares he is entitled to vote by the number of directors to be elected. The matters voted upon and the results of the vote were:

(a) Election of five directors to hold office for a term of one year:

	Approve	Disapprove	Abstain	Not Voted (1)	Outstanding
Drew Allen	4,056,260.674		540.803	1,080,116.523	5,136,918.000
Rex E. Kelly	4,053,987.005		604.472	1,082,326.523	5,136,918.000
Dan Magruder	4,056,260.674		540.803	1,080,116.523	5,136,918.000
Jeffrey H. O Keefe	4,056,260.674		540.803	1,080,116.523	5,136,918.000
Chevis C. Swetman	4,056,260.674		540.803	1,080,116.523	5,136,918.000

(1) Includes broker non-votes of 327,929.492 for nominee Kelly and 325,719.492 for all other nominees.

(b) Appointment of Porter Keadle Moore, LLC as the independent public accountants:

Approve	4,270,214.282
Disapprove	8,985.000
Abstain	103,320.687
Not Voted	754,398.031
<b>Total Shares Outstanding</b>	<b>5,136,918.000</b>

(c) Non-binding resolution approving compensation of named executive officers:

Approve	4,023,523.325
Disapprove	32,776.012
Abstain	16,685.632
Not Voted	1,063,933.031(1)
<b>Total Shares Outstanding</b>	<b>5,136,918.000</b>

(1) Includes broker non-votes of 309,536.000

(d) Non-binding resolution on frequency on approval of compensation of named executive officers:

One Year	1,015,288.491
Two Years	40,129.435
Three Years	2,952,794.997
Abstain	64,770.047
Not Voted	1,063,935.030(1)
 Total Shares Outstanding	 5,136,918.000

(1) Includes broker non-votes of 309,539.999

(e) Transaction of other business:

Approve	3,697,969.034
Disapprove	618,794.000
Abstain	65,755.935
Not Voted	754,399.031
 Total Shares Outstanding	 5,136,918.000

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.

Dated: April 18, 2013

PEOPLES FINANCIAL CORPORATION

By: /s/ Chevis C. Swetman  
Chevis C. Swetman  
Chairman, President and CEO