

PEOPLES FINANCIAL CORP /MS/

Form 8-K

April 29, 2011

**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 28, 2011  
PEOPLES FINANCIAL CORPORATION**

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

(State or Other Jurisdiction of Incorporation)

01-12103

64-0709834

(Commission File Number)

(IRS Employer Identification No.)

152 Lameuse Street Biloxi, MS

39530

(Address of Principal Executive Offices)

(Zip Code)

(228) 435-5511

(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 27, 2011. 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)  | Total Shares<br>Outstanding |
|-------------------|---------------|-------------|------------|---------------|-----------------------------|
| Drew Allen        | 3,862,591.533 | 245,609.000 | 20,481.948 | 1,008,235.519 | 5,136,918.000               |
| Rex E. Kelly      | 4,099,337.563 | 8,862.970   | 20,481.948 | 1,008,235.519 | 5,136,918.000               |
| Dan Magruder      | 3,862,338.533 | 245,862.000 | 20,481.948 | 1,008,235.519 | 5,136,918.000               |
| Lyle M. Page      | 3,832,125.675 | 276,073.000 | 20,483.806 | 1,008,235.519 | 5,136,918.000               |
| Chevis C. Swetman | 3,646,341.533 | 462,051.000 | 20,289.948 | 1,008,235.519 | 5,136,918.000               |

(1) Includes broker non-votes of 332,004.000.

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

|                          |               |
|--------------------------|---------------|
| Approve                  | 4,422,851.277 |
| Disapprove               | 9,710.000     |
| Abstain                  | 28,125.204    |
| Not Voted                | 676,231.519   |
| Total Shares Outstanding | 5,136,918.000 |

(c) Transaction of other business:

|                          |               |
|--------------------------|---------------|
| Approve                  | 3,945,407.601 |
| Disapprove               | 459,222.000   |
| Abstain                  | 56,056.880    |
| Not Voted                | 676,231.519   |
| 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 28, 2011

PEOPLES FINANCIAL CORPORATION

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