

MIDSOUTH BANCORP INC  
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 30, 2018

MidSouth Bancorp, Inc.  
(Exact name of registrant as  
specified in its charter)

~~Louisiana~~ 72-1020809  
(State  
or  
other Commission (I.R.S. Employer  
Identification No.)  
of  
incorporation)

102 Versailles  
Boulevard, 70501  
Lafayette,  
Louisiana  
(Address of  
principal  
executive  
offices) (Zip Code)

Registrant's telephone number,  
including area code 337-237-8343

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 Instruction 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 (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))

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. "

35301843v3

---

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 30, 2018, the shareholders of MidSouth Bancorp, Inc. (the “Company”) approved the MidSouth Bancorp, Inc. 2018 Long-Term Incentive Compensation Plan (the “2018 Plan”) at the Company’s 2018 Annual Meeting of Shareholders. The Company’s Board of Directors previously adopted the 2018 Plan on March 21, 2018, subject to shareholder approval.

The material terms of the 2018 Plan were previously reported in the Company’s Proxy Statement dated April 17, 2018 (the “Proxy Statement”), under the caption “Item 2: Proposal to Approve the 2018 Long-Term Incentive Plan.” The 2018 Plan authorizes the granting to key employees and directors (including officers and directors who are full-time employees and non-employee directors) of the Company and its subsidiaries incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock and restricted stock units, performance shares and performance units, cash-based awards and other stock-based awards, as more fully described and summarized in the Proxy Statement.

Attached as Exhibit 10.1 and incorporated herein by reference is the 2018 Plan, which was also filed as Appendix A to the Proxy Statement.

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

On May 30, 2018, the Company held its 2018 Annual Meeting of Shareholders, at which 14,581,454 shares of the Company’s common stock, \$0.10 par value per share, were represented in person or by valid proxy. The Company’s shareholders took the following actions at the 2018 Annual Meeting:

1. Election of Directors — Shareholders elected Jake Delhomme, Timothy J. Lemoine and D. Michael “Mike” Kramer to serve as Class I Directors until the 2021 Annual Meeting of Shareholders or until their successors are elected and qualified. The vote totals were as follows:

| Director           | Shares For | Shares Withheld | Broker Non-Votes |
|--------------------|------------|-----------------|------------------|
| Jake Delhomme      | 11,818,209 | 250,423         | 2,512,822        |
| Timothy J. Lemoine | 10,791,311 | 1,277,321       | 2,512,822        |
| D. Michael Kramer  | 11,717,821 | 350,811         | 2,512,822        |

2. MidSouth Bancorp, Inc. 2018 Long-Term Incentive Compensation Plan — Shareholders approved the MidSouth Bancorp, Inc. 2018 Long-Term Incentive Compensation Plan. The vote totals were as follows:

| Shares For | Shares Against | Shares Abstained | Broker Non-Votes |
|------------|----------------|------------------|------------------|
| 11,034,705 | 985,848        | 48,079           | 2,512,822        |

3. Non-binding advisory resolutions approving compensation of the named executive officers — Shareholders approved a non-binding advisory resolution approving the compensation paid

35301843v3

to the named executive officers in 2017 as set forth in the Company’s proxy statement for the 2018 Annual Meeting. The vote totals were as follows:

| Shares For | Shares Against | Shares Abstained | Broker Non-Votes |
|------------|----------------|------------------|------------------|
| 11,638,493 | 139,800        | 290,339          | 2,512,822        |

4. Non-binding advisory resolution on the frequency of future advisory votes on the compensation of the named executive officers — Shareholders approved a non-binding advisory resolution to hold future advisory votes on the compensation paid to the named executive officers every year. The vote totals were as follows:

| For Every Year | For Every Two Years | For Every Three Years | Shares Abstained | Broker Non-Votes |
|----------------|---------------------|-----------------------|------------------|------------------|
| 10,637,173     | 135,005             | 994,562               | 301,892          | 2,512,822        |

In light of this result, the Company’s Board of Directors has determined that the Company will hold non-binding advisory votes on the named executive officers’ compensation on an annual basis until such time as the next advisory vote is submitted to shareholders regarding the frequency of advisory votes on executive compensation or the Board otherwise determines that a different frequency for such advisory votes is in the best interest of shareholders.

5. Ratify the appointment of Porter Keadle Moore, LLC (“PKM”) as the Company’s independent registered public accounting firm for the year ending December 31, 2018 — Shareholders ratified the appointment of PKM as the Company’s independent registered public accounting firm for the year ending December 31, 2018 as set forth in the Company’s proxy statement for the 2018 Annual Meeting. The vote totals were as follows:

| Shares For | Shares Against | Shares Abstained | Broker Non-Votes |
|------------|----------------|------------------|------------------|
| 14,498,636 | 54,189         | 28,629           | N/A              |

Item 8.01. Other Events.

On May 30, 2018, the Board of MidSouth Bancorp, Inc. announced a cash dividend was declared in the amount of one cent (\$.01) per share to be paid on its common stock on July 2, 2018 to shareholders of record as of the close of business on June 15, 2018. The Board also announced a quarterly cash dividend of 1.00% per preferred share on its 4.00% Non-Cumulative Perpetual Convertible Preferred Stock, Series C was declared payable on July 16, 2018, to shareholders of record as of the close of business on July 2, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

35301843v3

---

EXHIBIT

NUMBER DESCRIPTION

- 10.1 MidSouth Bancorp, Inc. 2018 Long-Term Incentive Compensation Plan.
- 10.2 Form of Restricted Stock Agreement for Employees.
- 10.3 Form of Restricted Stock Agreement for Directors.
- 10.4 Form of Performance-Based Restricted Stock Unit Agreement for Employees.
- 99.1 Press release dated May 30, 2018.

35301843v3

---

SIGNATURES

Pursuant to the requirements of Section 12 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.

MIDSOUTH BANCORP, INC.

By:/s/ James R. McLemore  
James R. McLemore  
President and Chief Executive Officer

Dated: May 30, 2018

35301843v3