

S Y BANCORP INC
Form 8-K
April 29, 2011

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 27, 2011

S.Y. BANCORP, INC.
(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction of
incorporation or organization)

1-13661
(Commission File Number)

61-1137529
(I.R.S. Employer
Identification No.)

1040 East Main Street, Louisville, Kentucky, 40206
(Address of principal executive offices)

(502) 582-2571
(Registrant's telephone number, including area code)

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 240.13e-4(c))

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On April 27, 2011, the Company held its 2011 annual meeting of shareholders (the "Annual Meeting"). As of the record date there were 13,737,592 shares of Common Stock outstanding and entitled to one vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 11,207,178 or 81.6% of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows:

1. Fixing the number of directors at thirteen:

| | |
|-----------------|------------|
| For | 11,099,200 |
| Against | 72,145 |
| Abstain | 35,833 |
| Broker non-vote | 0 |

2. The following individuals were nominated in 2011 to serve until the next Annual Meeting of Shareholders in 2012. All nominees were elected. The results were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|-----------|----------------|------------------|
| David H. Brooks | 8,351,432 | 176,876 | 2,678,870 |
| James E. Carrico | 8,295,303 | 233,005 | 2,678,870 |
| Charles R. Edinger, III | 8,299,811 | 228,497 | 2,678,870 |
| David P. Heintzman | 8,249,339 | 278,969 | 2,678,870 |
| Carl G. Herde | 8,387,536 | 140,772 | 2,678,870 |
| James A. Hillebrand | 8,316,434 | 211,874 | 2,678,870 |
| Richard A. Lechleiter | 8,400,067 | 128,241 | 2,678,870 |
| Bruce P. Madison | 8,353,508 | 174,800 | 2,678,870 |
| Richard Northern | 8,416,580 | 111,728 | 2,678,870 |
| Nicholas X. Simon | 8,439,336 | 88,972 | 2,678,870 |
| Norman Tasman | 8,352,492 | 175,816 | 2,678,870 |
| Kathy C. Thompson | 8,316,960 | 211,348 | 2,678,870 |

3. Ratification of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2011:

| | |
|-----------------|------------|
| For | 11,032,595 |
| Against | 134,403 |
| Abstain | 40,180 |
| Broker non-vote | 0 |

4. Approving a non-binding resolution to approve the compensation of S.Y. Bancorp's named executive officers.

| | |
|-----------------|-----------|
| For | 7,632,518 |
| Against | 405,709 |
| Abstain | 490,081 |
| Broker non-vote | 2,678,870 |

5. Approving a non-binding resolution to select one year, as recommended by the Board of Directors, for the frequency of advisory votes approving the compensation of S.Y. Bancorp's named executive officers.

| | |
|-----------------|-----------|
| One year | 6,599,302 |
| Two years | 107,001 |
| Three years | 1,039,011 |
| Abstain | 782,174 |
| Broker non-vote | 2,679,690 |

SIGNATURE

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 thereunto duly authorized.

Date: April 29, 2011

S.Y. BANCORP, INC.

By: /s/ Nancy B. Davis
Nancy B. Davis, Executive Vice President,
Treasurer and Chief Financial Officer