
Section 1: 8-K (8-K)

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): **September 25, 2018**

Guaranty Bancorp

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-51556
(Commission
File Number)

41-2150446
(IRS Employer
Identification No.)

1331 Seventeenth St., Suite 200
Denver, CO
(Address of principal executive offices)

80202
(Zip Code)

(303) 675-1194

(Registrant's telephone number, including area code)

None

(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 240.13e-4(c))

Indicate by checkmark 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 checkmark 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 September 25, 2018, Guaranty Bancorp (the “Company”) held a special meeting of stockholders. The proposals voted on at the special meeting and the final voting results are as follows:

1) **Proposal 1.** The proposal to approve and adopt the Agreement and Plan of Reorganization, dated as of May 22, 2018, by and between Independent Bank Group, Inc. (“Independent”) and the Company, as it may be amended, supplemented or modified from time to time, pursuant to which the Company will merge with and into Independent (the “Merger”) was approved by the following vote:

For	Against	Abstain	Non-Votes
24,784,536	80,260	43,250	-

2) **Proposal 2.** The proposal to approve, on an advisory (non-binding) basis, the compensation that certain executive officers of the Company may receive in connection with the Merger pursuant to existing agreements or arrangements with the Company was approved by the following vote:

For	Against	Abstain	Non-Votes
15,125,441	9,518,541	264,064	-

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.

GUARANTY BANCORP

By: /s/ Christopher G. Treece
Name: Christopher G. Treece
Title: Executive Vice President, Chief Financial
Officer and Secretary

Date: September 25, 2018

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