

## 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) May 22, 2019

**SIERRA BANCORP**

(Exact name of registrant as specified in its charter)

**California**

(State or other jurisdiction of incorporation  
or organization)

**000-33063**

(Commission File No.)

**33-0937517**

(I.R.S. Employee Identification No.)

**86 North Main Street, Porterville, CA 93257**

(Address of principal executive offices)

(Zip code)

**(559) 782-4900**

(Registrant's telephone number including area code)

(Former name or former address, if changed since last report) **Not applicable**

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.

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class**

Common Stock, no par value

**Trading Symbol(s)**

BSRR

**Name of each exchange on which registered**

NASDAQ Global Select Market



## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's annual meeting of shareholders was held on May 22, 2019, at which time shareholders voted in favor of item 1, election of directors, item 2, ratification of appointment of independent accountants, and item 3, advisory vote on executive compensation. Proxies were solicited by the Company's management pursuant to Regulation 14 under the Securities Exchange Act of 1934.

A total of 13,670,136 shares were represented and voting at the meeting, constituting 89% of the 15,327,830 issued and outstanding shares entitled to vote at the meeting. There was no solicitation in opposition to Management's nominees for directorship as listed in the proxy statement, and all of such nominees were elected pursuant to the vote of shareholders. The vote on the election of the five nominees to serve as Class II directors for two-year terms was as follows:

	<b><u>For</u></b>	<b><u>Withheld</u></b>
Albert L. Berra	9,527,257	1,478,186
Vonn R. Christenson	9,674,333	1,331,110
Laurence S. Dutto	9,674,613	1,330,830
Kevin J. McPhaill	9,649,992	1,355,451
Gordon T. Woods	9,521,475	1,483,968

There were 2,664,693 broker non-votes received with respect to this item.

The terms of the following directors continued after the shareholders' meeting: Robb Evans, James C. Holly, Lynda B. Searcy, and Morris A. Tharp.

The appointment of Vavrinek, Trine, Day & Co., LLP as the Company's independent registered public accounting firm for 2019 was ratified, with the number of shares cast as follows:

<b>For:</b>	13,045,636
<b>Against:</b>	152,838
<b>Abstain:</b>	471,662

The number voting "for" constituted 95% of the total number of shares represented and voting at the meeting with respect to proposal 2. There were no broker non-votes with respect to this item.

The advisory vote on executive compensation was approved, with the number of shares cast as follows:

<b>For:</b>	9,380,579
<b>Against:</b>	1,524,109
<b>Abstain:</b>	100,755

The number voting "for" constituted 85% of the total number of shares represented and voting at the meeting with respect to proposal 3. There were 2,664,693 broker non-votes received with respect to this item.

## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIERRA BANCORP

Dated: May 23, 2019

By: /s/ Kenneth R. Taylor  
Kenneth R. Taylor  
Executive Vice President &  
Chief Financial Officer

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