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## Section 1: 8-K (CURRENT REPORT)

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 4, 2019

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# Hawthorn Bancshares, Inc.

(Exact Name of Registrant as Specified in Charter)

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Missouri  
(State or Other Jurisdiction  
of Incorporation)

0-23636  
(Commission  
File Number)

43-1626350  
(IRS Employer  
Identification No.)

132 East High Street, PO Box 688, Jefferson City, Missouri 65102  
(Address of Principal Executive Offices)

573-761-6100  
(Registrant's telephone number, including area code)

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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).

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(g) of the Act:

**Title of each class**  
Common Stock, \$1.00 par value

**Trading Symbol(s)**  
HWBK

**Name of each exchange on which registered**  
The Nasdaq Stock Market LLC

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

Hawthorn Bancshares, Inc. held its annual meeting of shareholders on Tuesday, June 4, 2019, at which meeting our shareholders voted upon the following matters:

\*The election of two Class III directors to hold office for a term expiring at our 2022 annual meeting of shareholders and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal;

\*The ratification and approval of the selection of KPMG, LLP as our independent registered public accounting firm for the year ending December 31, 2019.

##### **Election of Directors**

At the annual meeting, Kevin L. Riley and David T. Turner were elected as Class III directors. The following is a summary of the votes cast at the annual meeting with respect to the election of directors:

Kevin L. Riley

For: 2,604,607

Against: 912,060

Abstain: 65,433

There were 1,224,430 broker non-votes with respect to this matter.

David T. Turner

For: 2,612,501

Against: 904,166

Abstain: 65,433

There were 1,224,430 broker non-votes with respect to this matter.

In addition to the two Class III directors elected at the Annual Meeting, the persons continuing in their term of office as members of our board of directors are:

Class I Directors (terms to expire in 2020)

Kathleen L. Bruegenhemke

Philip D. Freeman

Jonathan D. Holtaway

Class II Directors (terms to expire in 2021)

Frank E. Burkhead

Gus S. Wetzel, III

##### **Ratification and Approval of Independent Registered Public Accounting Firm**

At the annual meeting, the selection of KPMG, LLP as our independent registered public accounting firm for the year ending December 31, 2019 was ratified and approved. The following is a summary of the votes cast at the annual meeting with respect to this matter:

For: 4,422,325

Against: 304,705

Abstain: 79,500

There were no broker non-votes with respect to this matter.

Additional information regarding the matters voted on at the annual meeting is contained in our proxy statement dated April 24, 2019.

#### **Item 9.01 Financial Statements and Exhibits.**

The full text of the press release is furnished as an exhibit to this report on Form 8-K.

##### **Exhibit Index**

##### **Exhibit No. Description**

[Ex-99.1](#) [Press Release](#)

## SIGNATURES

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

Dated: June 6, 2019

**Hawthorn Bancshares, Inc.**

By: /s/ David T. Turner

Name: David T. Turner

Title: Chairman, CEO & President

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## Section 2: EX-99.1 (PRESS RELEASE)

**Exhibit 99.1**

### **Hawthorn Bancshares Announces Results of 2019 Annual Meeting**

**Jefferson City, MO. — June 6, 2019** — The Board of Directors of Hawthorn Bancshares, Inc. of Jefferson City, MO (NASDAQ: HWBK) announced that at the Company's June 4, 2019 Annual Meeting of Shareholders, Kevin L. Riley and David T. Turner were re-elected as Class III directors to serve three-year terms expiring 2022.

Mr. Riley has served as director since 1995 and is currently the co-owner of Riley Chevrolet Buick GMC Cadillac, Inc. and Riley Toyota, Inc. in Jefferson City, Missouri. Mr. Turner has served as director since 1997 and is Chairman, Chief Executive Officer and President of the Company.

Other members of the 7 member Board include Kathleen L. Bruegenhemke, Frank E. Burkhead, Philip D. Freeman, Jonathan D. Holtaway and Gus S. Wetzel, III. The Company's advisory directorate is composed of Charles G. Dudenheffer and Dr. Gus S. Wetzel, II.

Shareholders approved ratification of the appointment of KPMG, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

#### **About Hawthorn Bancshares**

Hawthorn Bancshares, Inc., a financial-bank holding company headquartered in Jefferson City, Missouri, is the parent company of Hawthorn Bank of Jefferson City, Missouri with additional locations in the Missouri communities of Lee's Summit, Liberty, Springfield, Independence, Columbia, Clinton, Osceola, Warsaw, Belton, Drexel, Harrisonville, California and St. Robert, Missouri.

*Statements made in this press release that suggest Hawthorn Bancshares' or management's intentions, hopes, beliefs, expectations, or predictions of the future include "forward-looking statements" within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended. It is important to note that actual results could differ materially from those projected in such forward-looking statements. Additional information concerning factors that could cause actual results to differ materially from those projected in such forward-looking statements is contained from time to time in the company's quarterly and annual reports filed with the Securities and Exchange Commission.*

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[www.HawthornBancshares.com](http://www.HawthornBancshares.com)

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