
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): **August 22, 2019**

QCR Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-22208
(Commission File Number)

42-1397595
(I.R.S. Employer Identification Number)

3551 Seventh Street, Moline, Illinois 61265
(Address of Principal Executive Offices) (Zip Code)

(309) 743-7745
(Registrant's telephone number, including area code)

N/A
(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 check mark 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 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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$1.00 Par Value	QCRH	The Nasdaq Global Market



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

On August 22, 2019, upon the recommendation of the Nomination and Governance Committee, the board of directors (the “Board”) of QCR Holdings, Inc. (“QCR Holdings”) increased the number of directors constituting the Board from 11 to 12 and appointed James M. Field as a Class III director to fill the resultant vacancy, with such appointment effective August 22, 2019. As with other Class III directors, Mr. Field’s initial term will expire at the 2020 annual meeting of shareholders. No committee assignments have yet been made for Mr. Field.

Mr. Field will be entitled to receive compensation consistent with the previously disclosed arrangements for non-employee directors as described in QCR Holdings’ proxy statement for its 2019 annual meeting of stockholders filed on April 12, 2019. Mr. Field is not a party to any transaction, or series of transactions, with QCR Holdings required to be disclosed pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Mr. Field and any other person pursuant to which Mr. Field was selected as a director.

On August 23, 2019, QCR Holdings issued a press release announcing the appointment, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 7.01. Regulation FD Disclosure

A copy of the press release, dated August 23, 2019, issued by QCR Holdings announcing the appointment of Mr. Field and the declaration of a cash dividend is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information furnished pursuant to this Item and the related exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 8.01. Other Events.

On August 22, 2019, QCR Holdings declared a cash dividend of \$0.06 per share of its common stock. The dividend is payable on October 2, 2019 to stockholders of record on September 20, 2019. A copy of the press release issued on August 23, 2019 announcing the dividend is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release, dated August 23, 2019](#)

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 hereunto duly authorized.

QCR Holdings, Inc.

Date: August 23, 2019

By: /s/ Todd A. Gipple
Todd A. Gipple
President, Chief Operating Officer and Chief Financial Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



PRESS RELEASE

a relationship driven organization™

FOR IMMEDIATE RELEASE

QCR Holdings, Inc. Welcomes New Director James Field and Announces a Cash Dividend of \$0.06 Per Share

Moline, IL, August 23, 2019 QCR Holdings, Inc. (NASDAQ: QCRH) (the “Company”) today announced the appointment of James M. Field, as a new independent director of the Company, effective August 22, 2019.

“Jim will bring a fresh perspective to our board room. His professional experience will be extremely valuable as we continue to innovate and provide financial solutions that meet the needs of our clients and communities,” said Larry J. Helling, Chief Executive Officer.

Mr. Field is President, Worldwide Construction & Forestry and Power Systems, a division of John Deere. He joined Deere & Company in 1994 and has held a number of positions in accounting, treasury, and business development and planning. Before joining Deere, Mr. Field served in a number of assignments at Deloitte & Touche. He is a graduate of Western Michigan University and holds a CPA. He has completed Executive Education at the Tuck School of Business at Dartmouth and is a member of the Executive Committee for the John Deere Classic and serves on the Board of Directors for Hand in Hand and the Board of Trustees for St. Ambrose University.

In other business, on August 22, the Company declared a cash dividend of \$0.06 per share payable on October 2, 2019, to holders of common stock of the Company of record on September 20, 2019.

About Us

QCRH, headquartered in Moline, Illinois, is a relationship-driven, multi-bank holding company serving the Quad Cities, Cedar Rapids, Cedar Valley, Des Moines/Ankeny, Springfield and Rockford communities through its wholly owned subsidiary banks. The banks provide full-service commercial and consumer banking and trust and wealth management services. Quad City Bank & Trust Company, based in Bettendorf, Iowa, commenced operations in 1994, Cedar Rapids Bank & Trust Company, based in Cedar Rapids, Iowa, commenced operations in 2001, Community State Bank, based in Ankeny, Iowa, was acquired by the Company in 2016, Rockford Bank & Trust Company, based in Rockford, Illinois, commenced operations in 2005 and Springfield First Community Bank, based in Springfield, Missouri, was acquired by the Company in 2018. Additionally, the Company serves the Waterloo/Cedar Falls, Iowa community through Community Bank & Trust, a division of Cedar Rapids Bank & Trust Company. Quad City Bank & Trust Company engages in commercial leasing through its wholly owned subsidiary, m2 Lease Funds, LLC, based in Milwaukee, Wisconsin, and also provides correspondent banking services. The Company has 27 locations in Illinois, Iowa, Wisconsin and Missouri. As of June 30, 2019, the Company had approximately \$5.2 billion in assets, \$3.9 billion in loans and \$4.3 billion in deposits. For additional information, please visit their website at www.qcrh.com.

Special Note Concerning Forward-Looking Statements. This document contains, and future oral and written statements of the Company and its management may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company’s management and on information currently available to management, are generally identifiable by the use of words such as “believe,” “expect,” “anticipate,” “predict,” “suggest,” “appear,” “plan,” “intend,” “estimate,” “annualize,” “may,” “will,” “would,” “could,” “should” or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

A number of factors, many of which are beyond the ability of the Company to control or predict, could cause actual results to differ materially

from those in its forward-looking statements. These factors include, among others, the following: (i) the strength of the local, state, national and international economies (including the impact of tariffs, a US withdrawal from or significant renegotiation of trade agreements, trade wars and other changes in trade regulations); (ii) the economic impact of any future terrorist threats and attacks, and the response of the United States to any such threats and attacks; (iii) changes in state and federal laws, regulations and governmental policies concerning the Company's general business; (iv) changes in interest rates and prepayment rates of the Company's assets; (v) increased competition in the financial services sector and the inability to attract new customers; (vi) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (vii) unexpected results of acquisitions, which may include failure to realize the anticipated benefits of the acquisition and the possibility that the transaction costs may be greater than anticipated; (viii) the loss of key executives or employees; (ix) changes in consumer spending; (x) unexpected outcomes

of existing or new litigation involving the Company; and (xi) changes in accounting policies and practices. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning the Company and its business, including additional factors that could materially affect the Company's financial results, is included in the Company's filings with the Securities and Exchange Commission.

Contacts:

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