
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 23, 2019**

QCR Holdings, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: **000-22208**

Delaware

(State or other jurisdiction of incorporation)

42-1397595

(I.R.S. Employer Identification Number)

**3551 Seventh Street
Moline, Illinois 61265**

(Address of principal executive offices, including zip code)

(309) 736-3584

(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 (*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

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$1.00 Par Value	QCRH	The Nasdaq Global Market

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.

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

May 23, 2019, QCR Holdings, Inc. (the "Company") held its annual meeting of stockholders in Moline, Illinois. Of the 15,743,103 shares of common stock issued and outstanding as of the record date for the meeting, 13,771,346 shares were represented at the meeting in person or by proxy, constituting approximately 87% of the outstanding shares.

Three proposals were presented to the stockholders, and the final results of voting on each of the matters submitted to a vote during the annual meeting are as follows:

1. For the election of three (3) Class II directors of the Company:

<u>NOMINEE</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER N.V.</u>
Patrick S. Baird	10,410,676	253,707	3,106,963
Larry J. Helling	10,636,097	28,286	3,106,963
Mark C. Kilmer	10,622,093	42,290	3,106,963

2. To approve, in a non-binding, advisory vote, the compensation of certain executive officers:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER N.V.</u>
10,409,749	235,905	18,729	3,106,963

3. To ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER N.V.</u>
13,665,952	101,787	3,607	—

Item 8.01. Other Events

As previously announced, effective at the 2019 annual meeting of the stockholders held on May 23, 2019, Douglas M. Hultquist resigned from the Company's board of directors and from his roles as President and Chief Executive Officer of the Company, with leadership transitioning to Larry J. Helling, who became Chief Executive Officer, and Todd A. Gipple, who became President.

In addition and as previously announced, Linda K. Neuman, having informed the board that she would not seek re-election at the 2019 annual meeting of the Company's stockholders, was not re-nominated. Her directorship ended at the annual meeting and the size of the board was reduced from 13 to 11 directors.

Immediately following the annual meeting, the Company declared a cash dividend of \$0.06 per share of its common stock. The dividend is payable on July 3, 2019 to stockholders of record on June 21, 2019. A copy of the press release issued on May 23, 2019 announcing the dividend and annual meeting results 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 May 23, 2019.](#)

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.

Dated: May 23, 2019

QCR HOLDINGS, INC.

By: /s/ 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



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FOR IMMEDIATE RELEASE

QCR Holdings, Inc. Announces Annual Meeting Results and a Cash Dividend of \$0.06 per Share

Moline, IL, May 23, 2019 QCR Holdings, Inc. (NASDAQ: QCRH) (the “Company”) today announced the election of three Class II directors at the Company’s annual meeting of its stockholders. The directors, Patrick S. Baird, Larry J. Helling and Mark C. Kilmer, were re-elected to three-year terms. As previously announced, effective at the annual stockholders’ meeting, Douglas M. Hultquist retired from the Company’s board of directors and from his roles as President and Chief Executive Officer, and leadership of QCR Holdings, Inc. transitioned to current executive leaders and Company directors, Larry J. Helling and Todd A. Gipple. Mr. Helling is now Chief Executive Officer of the Company, and Mr. Gipple is President in addition to his roles of Chief Operating Officer and Chief Financial Officer. Additionally, Linda K. Neuman, a Company director since 2013, previously informed the board that she would not seek re-election at the meeting and thus was not re-nominated.

“We again want to thank Doug for his dedication to QCR Holdings over the last 25 years. We will miss his vision and leadership but wish him well in his new chapter in life,” said Pat Baird, Chair of QCR Holdings. “The board would also like to thank Linda for her many years of thoughtful perspective and expertise which helped guide us well.”

He continued, “Finally, we’d like to congratulate both Larry and Todd and wish them all the success that we know they will have in their new roles. We have all the confidence that QCR Holdings will continue to thrive under their leadership and direction.”

Immediately following the annual meeting of stockholders, the Company’s board of directors declared a cash dividend of \$0.06 per share distributable on July 3, 2019, to holders of common stock of the Company of record on June 21, 2019.

About Us

QCR Holdings, Inc., 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 which 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, and Rockford Bank & Trust Company, based in Rockford, Illinois, commenced operations in 2005. In 2018, the Company acquired the Bates Companies, a wealth management firm. Quad City Bank & Trust Company also provides correspondent banking services. In addition, Quad City Bank & Trust Company engages in commercial leasing through its wholly owned subsidiary, m2 Lease Funds, LLC, based in Milwaukee, Wisconsin. Additionally, the Company serves the Waterloo/Cedar Falls, Iowa community through Community Bank & Trust, a division of Cedar Rapids Bank & Trust Company. In July 2018, QCR Holdings completed a merger with Springfield Bancshares, Inc., the holding company of Springfield First Community Bank of Springfield, Missouri. With this addition of Springfield First Community Bank, the Company has 27 locations in Illinois, Iowa, Wisconsin and Missouri. As of March 31, 2019, QCR Holdings had approximately \$5.1 billion in assets, \$3.8 billion in loans and \$4.2 billion in deposits. For additional information, please visit our 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; (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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