
Section 1: 8-K (FORM 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 19, 2020

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) 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:

- 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))

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.

On Wednesday May 20, 2020, QCR Holdings, Inc. (the “Company”) held its 2020 Annual Meeting of stockholders. Of the 15,853,465 shares of common stock issued and outstanding as of the record date for the meeting, 14,105,988 shares were represented at the meeting in person or by proxy, constituting approximately 89% of the outstanding shares.

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

1. For the election of four (4) Class III directors of the Company:

<u>NOMINEE</u>	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER N.V.</u>
James M. Field	11,378,117	34,536	2,693,335
Elizabeth S. Jacobs	11,373,087	39,566	2,693,335
Timothy B. O’Reilly	11,375,288	37,365	2,693,335
Marie Z. Ziegler	11,333,704	78,949	2,693,335

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>
11,079,019	312,427	21,207	2,693,335

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, 2020:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER N.V.</u>
13,893,187	205,435	7,366	—

Item 8.01. Other Events.

As previously disclosed, Michael L. Peterson, a Class III director since 2013, and George T. Ralph, a Class III director since 2015, informed the board that they would not seek re-election as directors of the Company at the annual meeting and, accordingly, the board did not re-nominate them for election. The directorships of Mr. Peterson and Mr. Ralph ended at the annual meeting. The board had nominated Elizabeth “Libby” S. Jacobs to serve as a Class III director of the Company to fill one of the resulting vacancies. Ms. Jacobs was elected at the annual meeting, and the size of the board was reduced from 12 to 11 directors as of May 20, 2020.

On May 19, 2020, the Company declared a cash dividend of \$0.06 per share of its common stock. The dividend is payable on July 8, 2020 to stockholders of record on June 19, 2020.

On May 21, 2020, the Company issued a press release regarding the annual meeting results, the election of Ms. Jacobs as a new director and the announcement of the cash dividend. A copy of the press release 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 21, 2020.](#)

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: May 21, 2020

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 (PRESS RELEASE)

EXHIBIT 99.1

QCR
HOLDINGS, INC.

a relationship driven organization™

QCR Holdings, Inc. Welcomes New Board Member and Announces a Cash Dividend of \$0.06 Per Share

MOLINE, Ill., May 21, 2020 (GLOBE NEWSWIRE) -- QCR Holdings, Inc. (NASDAQ: QCRH) today announced the election of four Class III directors on May 20, 2020 at the Company's annual meeting of its stockholders.

Three of the directors, James M. Field, Timothy B. O'Reilly and Marie Z. Ziegler, were re-elected to three-year terms. Elizabeth "Libby" S. Jacobs, President of The Jacobs Group, LLC, a Des Moines-based consulting firm specializing in the energy and regulated utilities industries, was also elected as a new independent director to the Company.

"Libby is a proven leader with a diverse business, community relations and public policy background, and she brings a wealth of knowledge and perspective to our board," said Larry Helling, CEO of QCR Holdings. "In addition to founding and running her own consultancy, we have great confidence that her counsel and expertise will prove tremendous assets for QCR Holdings."

Ms. Jacobs currently serves on the board of Community State Bank, a wholly owned QCR Holding subsidiary based in Ankeny, Iowa that serves the Ankeny and Des Moines markets. She formerly served on the Iowa Utilities Board, including four years as Chair. Previously, she had a 20-year career with the Principal Financial Group, serving as Community Relations Director for the last 14 years with the company. In addition, Ms. Jacobs served seven terms in the Iowa House of Representatives, and was elected by her peers to serve seven years as Majority Whip. She also currently is Chair of the Mid-Iowa Health Foundation Board of Directors and serves on the Board of Directors of Goodwill Industries of Central Iowa and Taxpayers Association of Central Iowa.

Additionally, on May 19, 2020, the Company's board of directors declared a cash dividend of \$0.06 per share payable on July 8, 2020, to holders of common stock of the Company of record on June 19, 2020.

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, and Springfield 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, 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 25 locations in Illinois, Iowa, Wisconsin and Missouri. As of March 31, 2020, the Company had approximately \$5.2 billion in assets, \$3.7 billion in loans and \$4.2 billion in deposits. For additional information, please visit the Company's website at www.qcrh.com.

Contacts:

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