

LANDMARK BANCORP INC
Form 8-K
May 21, 2015

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 20, 2015**

Landmark Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-33203

43-1930755

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

701 Poyntz Avenue

Manhattan, Kansas 66502

(Address of principal executive offices) (Zip code)

(785) 565-2000

(Registrant's telephone number, including area code)

N/A

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(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 (17 CFR 240.13e-4(c))

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

On May 20, 2015, the Company held its Annual Meeting of Stockholders in Manhattan, Kansas. Of the 3,337,424 shares of common stock eligible to vote at the Annual Meeting, 2,947,713 shares were represented in person or by proxy, representing approximately 88.3% of the outstanding shares. The final results of voting on each of the proposals submitted to stockholders at the Annual Meeting are as follows:

1) Election of three Class II members of the Board to serve a three-year term expiring in 2018:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------|-----------|---------------|-------------|------------------|
| Richard A. Ball | 2,102,334 | 18,878 | 15,135 | 811,366 |
| Susan E. Roepke | 2,094,578 | 22,209 | 19,560 | 811,366 |
| Wayne R. Sloan | 1,961,966 | 17,674 | 156,707 | 811,366 |

2) Approval of the Landmark Bancorp, Inc. 2015 Stock Incentive Plan:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,772,089 | 238,490 | 125,768 | 811,366 |

3) Ratification of the appointment of Crowe Chizek LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,915,351 | 18,055 | 14,307 | - |

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.

Date: May 21, 2015 **Landmark Bancorp, Inc.**

By: /s/ Mark A. Herpich
Name: Mark A. Herpich
Title: Vice President, Secretary, Treasurer and Chief Financial
 Officer