

CULLEN/FROST BANKERS, INC.

Form 8-K

April 30, 2013

**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): April 25, 2013**

**CULLEN/FROST BANKERS, INC.**

(Exact name of issuer as specified in its charter)

**Texas**  
(State or other jurisdiction

of incorporation)

**001-13221**  
(Commission

File Number)

**74-1751768**  
(IRS Employer

Identification No.)

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**100 West Houston Street, San Antonio, Texas**  
(Address of principal executive offices)

**78205**  
(Zip Code)

**(210) 220-4011**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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**

At the Annual Meeting of Shareholders of Cullen/Frost Bankers, Inc. (the Corporation) held on April 25, 2013, shareholders voted on the following matters:

- (1) To elect thirteen nominees to serve as Directors for a one-year term that will expire at the 2014 Annual Meeting of Shareholders. Final voting results were as follows:

| Name of Nominee         | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| R. Denny Alexander      | 44,466,566 | 3,584,937      | 6,084,343        |
| Carlos Alvarez          | 47,801,663 | 249,840        | 6,084,343        |
| Royce S. Caldwell       | 47,246,076 | 805,427        | 6,084,343        |
| Crawford H. Edwards     | 47,954,214 | 97,289         | 6,084,343        |
| Ruben M. Escobedo       | 47,246,752 | 804,751        | 6,084,343        |
| Richard W. Evans, Jr.   | 47,680,442 | 371,061        | 6,084,343        |
| Patrick B. Frost        | 47,820,159 | 231,344        | 6,084,343        |
| David J. Haemisegger    | 47,936,432 | 115,071        | 6,084,343        |
| Karen E. Jennings       | 47,308,842 | 742,661        | 6,084,343        |
| Richard M. Kleberg, III | 47,738,165 | 313,338        | 6,084,343        |
| Charles W. Matthews     | 47,470,501 | 581,002        | 6,084,343        |
| Ida Clement Steen       | 47,774,375 | 277,128        | 6,084,343        |
| Horace Wilkins, Jr.     | 47,758,547 | 292,956        | 6,084,343        |

- (2) To approve the Cullen/Frost Bankers, Inc. 2005 Omnibus Incentive Plan, as amended and restated. Final voting results were as follows:

|                  |            |
|------------------|------------|
| Votes For        | 40,460,014 |
| Votes Against    | 7,441,143  |
| Abstentions      | 153,530    |
| Broker Non-Votes | 6,081,159  |

- (3) To ratify the selection of Ernst & Young LLP to act as independent auditors of the Corporation for the fiscal year that began January 1, 2013. Final voting results were as follows:

|               |            |
|---------------|------------|
| Votes For     | 53,784,785 |
| Votes Against | 292,550    |
| Abstentions   | 58,511     |

- (4) To provide nonbinding approval of executive compensation. Final voting results were as follows:

|                  |            |
|------------------|------------|
| Votes For        | 46,505,480 |
| Votes Against    | 1,188,967  |
| Abstentions      | 360,240    |
| Broker Non-Votes | 6,081,159  |

**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.

**CULLEN/FROST BANKERS, INC.**

By: /s/ Phillip D. Green  
Phillip D. Green  
Group Executive Vice President and Chief  
Financial Officer  
(Duly Authorized Officer, Principal Financial  
Officer and Principal Accounting Officer)

Dated: April 30, 2013