

CULLEN/FROST BANKERS, INC.

Form 8-K

December 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): December 21, 2015

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.)

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))

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

On December 21, 2015, the Board of Directors (the "Board") of Cullen/Frost Bankers, Inc. ("Cullen/Frost") voted to expand the Board by one director and elected Chris Avery to fill the vacant seat, effective December 21, 2015, for a term expiring at Cullen/Frost's Annual Meeting of Shareholders in 2016 or until his earlier resignation or removal. Mr. Avery has not been named to any committees of the Board.

Mr. Avery and his associates are current or past customers of Cullen/Frost and its affiliates. In the opinion of management, all such transactions, including borrowings, have been in the ordinary course of business, have had substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to Cullen/Frost and its affiliates, and did not involve more than the normal risk of collectability or present other unfavorable features.

Item 7.01 Regulation FD Disclosure

Attached, as Exhibit 99.1 and incorporated into this item by reference, is a press release issued by Cullen/Frost on December 21, 2015. The information furnished by Cullen/Frost pursuant to this item shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release dated December 21, 2015.

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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/ Jerry Salinas  
Jerry Salinas  
Group Executive Vice President  
and Chief Financial Officer

Dated: December 21, 2015