

S Y BANCORP INC

Form 8-K

April 27, 2012

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, 2012

S.Y. BANCORP, INC.

(Exact name of registrant as specified in its charter)

Kentucky

1-13661

61-1137529

(State or other jurisdiction of (Commission File Number) (I.R.S. Employer

incorporation or organization)

Identification No.)

1040 East Main Street, Louisville, Kentucky, 40206

(Address of principal executive offices)

(502) 582-2571

(Registrant's telephone number, including area code)

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))

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On April 25, 2012, the Company held its 2012 annual meeting of shareholders (the "Annual Meeting"). As of the record date there were 13,867,225 shares of Common Stock outstanding and entitled to one vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting, 12,009,717 or 86.6% of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows:

1. Fixing the number of directors at twelve:

| | |
|-----------------|------------|
| For | 11,897,915 |
| Against | 47,813 |
| Abstain | 63,989 |
| Broker non-vote | 0 |

2. The following individuals were nominated in 2012 to serve until the next Annual Meeting of Shareholders in 2013. All nominees were elected. The results were as follows:

| | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| David H. Brooks | 9,165,786 | 267,793 | 2,576,138 |
| Charles R. Edinger, III | 9,168,382 | 265,197 | 2,576,138 |
| David P. Heintzman | 9,131,091 | 302,488 | 2,576,138 |
| Carl G. Herde | 9,276,691 | 156,888 | 2,576,138 |
| James A. Hillebrand | 9,132,314 | 301,265 | 2,576,138 |
| Richard A. Lechleiter | 9,275,675 | 157,904 | 2,576,138 |
| Bruce P. Madison | 9,168,157 | 265,422 | 2,576,138 |
| Richard Northern | 9,314,279 | 119,300 | 2,576,138 |
| Nicholas X. Simon | 9,314,279 | 119,300 | 2,576,138 |
| Norman Tasman | 9,166,821 | 266,758 | 2,576,138 |
| Kathy C. Thompson | 9,108,078 | 325,501 | 2,576,138 |

3. Ratification of KPMG LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2012:

| | |
|-----------------|------------|
| For | 11,757,235 |
| Against | 182,828 |
| Abstain | 69,654 |
| Broker non-vote | 0 |

4. Approving a non-binding resolution to approve the compensation of S.Y. Bancorp's named executive officers.

| | |
|-----------------|-----------|
| For | 7,872,711 |
| Against | 1,208,327 |
| Abstain | 352,541 |
| Broker non-vote | 2,576,138 |

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 thereunto duly authorized.

Date: April 27, 2012 S.Y. BANCORP, INC.

By: /s/ Nancy B. Davis
Nancy B. Davis, Executive Vice
President, Treasurer and Chief
Financial Officer