
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 23, 2019**

FS BANCORP, INC.
(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

001-35589
(Commission
File Number)

45-4585178
(I.R.S. Employer
Identification No.)

**6920 220th Street SW, Suite 200,
Mountlake Terrace, Washington**
(Address of principal executive offices)

98043
(Zip Code)

Registrant's telephone number, including area code: **(425) 771-5299**

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, par value \$0.01 per share	FSBW	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

- (a) The Annual Meeting of FS Bancorp, Inc. (the “Company”) was held on May 23, 2019 (“Annual Meeting”).
- (b) There were a total of 4,495,078 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 4,092,475 shares of common stock were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Company’s Board of Directors to a vote of shareholders:

Proposal 1. Election of Directors. The following three individuals were elected as directors for three-year terms:

	FOR		WITHHELD		BROKER NON- VOTES
	No. of Votes	Percentage of shares present	No. of Votes	Percentage of shares present	No. of votes
Ted A. Leech	3,065,536	91.2%	294,134	8.8%	732,805
Marina Cofer-Wildsmith	3,086,216	91.9%	273,454	8.1%	732,805
Mark H. Tueffers	3,106,516	92.5%	253,154	7.5%	732,805

Based on the votes set forth above, Ted A. Leech, Marina Cofer-Wildsmith and Mark H. Tueffers were duly elected to serve as directors of the Company for a three-year term expiring at the annual meeting of shareholders in 2022.

The terms of Directors Michael J. Mansfield, Margaret R. Piesik, Joseph C. Adams and Joseph P. Zavaglia continued.

Proposal 2. An advisory (non-binding) vote to approve the compensation of the Company’s named executive officers. This proposal received the following votes:

For	Against	Abstain	Broker Non-Vote
2,223,141	958,108	178,421	732,805

Based on the votes set forth above, the compensation of the Company’s named executive officers was approved by shareholders.

Proposal 3. An advisory (non-binding) vote on whether an advisory vote on executive compensation should be held every one, two or three years. This proposal received the following votes:

One Year	Two Years	Three Years	Abstain	Broker Non-Vote
2,912,383	41,460	301,188	104,639	732,805

Based on the votes set forth above, an advisory vote on executive compensation to be held annually was approved by shareholders.

Proposal 4. Ratification of the appointment of Moss Adams LLP as the Company's independent auditors for the year ending December 31, 2019. This proposal received the following votes:

For	Against	Abstain	Broker Non-Vote
4,063,121	28,510	844	N/A

Based on the votes set forth above, the appointment of Moss Adams LLP as the Company's independent auditors to serve for the year ending December 31, 2019 was duly ratified by the shareholders

(c) None.

(d) In light of the voting results on Proposal 3 indicated above, the Company's Board of Directors decided that the Company will hold on annual advisory vote on the compensation of named executive officers. The Company will continue to hold annual advisory votes until the Company's Board of Directors decides to hold the next shareholder advisory vote on the frequency of the advisory votes, which must occur at least once every six years.

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.

FS BANCORP, INC.

Date: May 29, 2019

/s/Matthew D. Mullet

Matthew D. Mullet
Chief Financial Officer
(Principal Financial and Accounting Officer)

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