

HAWTHORN BANCSHARES, INC.  
Form 8-K  
June 05, 2014

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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):

June 4, 2014

**Hawthorn Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

Missouri

0-23636

431626350

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

132 East High Street, Box 688, Jefferson City ,  
Missouri

65102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

573.761.6179

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:

- 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))



**Top of the Form**

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

Hawthorn Bancshares, Inc. held its annual meeting of shareholders on Tuesday, June 3, 2014, at which meeting our shareholders voted upon the following matters:

- The election of two Class I directors to hold office for a term expiring at our 2017 annual meeting of shareholders and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal;
- The ratification and approval of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2014;
- The non binding advisory vote on executive compensation; and
- The non binding advisory vote on whether future advisory votes on named executive officer compensation should occur every 1 year, every 2 years or every 3 years.

Election of Directors

At the annual meeting, Philip D. Freeman and James E. Smith each was elected as a Class I director. The following is a summary of the votes cast at the annual meeting with respect to the election of directors:

Philip D. Freeman  
For - 2,256,699  
Withhold - 634,091

James E. Smith  
For - 1,778,779  
Withhold - 1,112,012

In addition to the two Class I directors elected at the Annual Meeting, the persons continuing their term of office as members of our board of directors are:

Class III Directors (term to expire in 2016)  
David T. Turner  
Kevin L. Riley

Class II Directors (term to expire in 2015)  
Charles G. Dudenhoefter, Jr.  
Gus S. Wetzel, II

Ratification and Approval of Independent Registered Public Accounting Firm

At the annual meeting, the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2014 was ratified and approved. The following is a summary of the votes cast at the annual meeting with respect to this matter:

For - 3,638,173  
Against - 38,889  
Abstain - 240,015

Advisory Approval of the Compensation of our Executives

At the annual meeting, the compensation of our executives disclosed in the proxy statement prepared with respect to the annual meeting was approved. The following is a summary of the votes cast at the annual meeting with respect to this matter:

For- 2,036,375  
Against- 449,159  
Abstain- 405,255

At the annual meeting, non-binding advisory vote on whether future advisory votes on named executive officer compensation should occur every 1 year, every 2 years or every 3 years. The following is a summary of the votes cast at the annual meeting with respect to this matter:

1 Year - 1,097,673  
2 Years - 200,135  
3 Years - 1,160,993



**Top of the Form**

**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.

Hawthorn Bancshares, Inc.

*June 4, 2014*

By: *David T. Turner*

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*Name: David T. Turner*

*Title: Chairman, CEO & President*

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**Top of the Form**

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Hawthorn Bancshares Announces Results of 2014 Annual Meeting