

County Bancorp, Inc.  
Form 8-K  
November 27, 2018

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): November 20, 2018

COUNTY BANCORP, INC.

(Exact name of Registrant as Specified in Its Charter)

Wisconsin  
(State or Other Jurisdiction

001-36808

39-1850431  
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

2400 South 44<sup>th</sup> Street,

Manitowoc, WI  
(Address of Principal Executive Offices)

54221  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (920) 686-9998

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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 Instructions 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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2018, the board of directors of County Bancorp, Inc. (the “Company”) voted to amend and restate the Company’s current bylaws as its Third Amended and Restated Bylaws (“Third Amended and Restated Bylaws”). The Third Amended and Restated Bylaws are effective as of November 20, 2018.

Changes contained in the Third Amended and Restated Bylaws include:

- (i)an amendment increasing the mandatory retirement age of directors from seventy to seventy two, and requiring that directors reaching the age of seventy-two tender their resignation from the board of directors, effective no later than the date of the next annual meeting of shareholders (Section 3.02(e) of the Third Amended and Restated Bylaws); and
- (ii)an amendment allowing directors to consent to an action without a meeting by electronic transmission, in addition to consenting in writing (Section 3.14 of the Third Amended and Restated Bylaws).

The foregoing description of the Third Amended and Restated Bylaws does not purport to be complete and is qualified by reference to the full text of the Third Amended and Restated Bylaws, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit

Number Description

3.1 Third Amended and Restated Bylaws of County Bancorp, Inc., as of November 20, 2018

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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 thereunto duly authorized.

COUNTY  
BANCORP, INC.

Date: November 27, 2018

By: /s/ Mark A.  
Miller  
Mark A.  
Miller  
Secretary