

FIRST CITIZENS BANCSHARES INC /DE/  
Form 8-K  
April 28, 2011  
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, 2011

First Citizens BancShares, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-16715  
(Commission  
File Number)

56-1528994  
(IRS Employer  
Identification No.)

4300 Six Forks Road  
Raleigh, North Carolina  
(Address of principal executive offices)

27609  
(Zip Code)

Registrant's telephone number, including area code: (919) 716-7000

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.

The 2011 annual meeting of shareholders of First Citizens BancShares, Inc. (“BancShares”) was held on April 25, 2011. At the meeting, the shareholders:

voted on the election of 14 directors for terms of one year each;  
voted on a non-binding, advisory “say-on-pay” resolution to approve compensation paid or provided to BancShares’ executive officers as disclosed in the proxy statement for the annual meeting;  
held a non-binding, advisory vote on whether BancShares should submit a “say-on-pay” resolution to a vote of shareholders every one, two or three years (a “say-on-frequency” vote); and  
voted on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as BancShares’ independent public accountants for 2011.

The following tables describe the final results of the voting at the annual meeting.

## Election of Directors

| Name of Nominee        | Votes Cast<br>"For" | Votes<br>"Withheld" | Broker<br>Nonvotes |
|------------------------|---------------------|---------------------|--------------------|
| John M. Alexander, Jr. | 29,755,768          | 54,875              | 1,910,562          |
| Carmen Holding Ames    | 29,729,881          | 80,762              | 1,910,562          |
| Victor E. Bell III     | 29,769,233          | 41,410              | 1,910,562          |
| Hope Holding Connell   | 29,727,781          | 82,862              | 1,910,562          |
| Hubert M. Craig III    | 29,755,819          | 54,824              | 1,910,562          |
| H. Lee Durham, Jr.     | 29,769,212          | 41,431              | 1,910,562          |
| Daniel L. Heavner      | 29,762,411          | 48,232              | 1,910,562          |
| Frank B. Holding       | 29,726,457          | 84,186              | 1,910,562          |
| Frank B. Holding, Jr.  | 29,730,056          | 80,587              | 1,910,562          |
| Lucius S. Jones        | 29,749,342          | 61,301              | 1,910,562          |
| Robert E. Mason IV     | 29,762,379          | 48,264              | 1,910,562          |
| Robert T. Newcomb      | 29,531,584          | 279,059             | 1,910,562          |
| James M. Parker        | 29,707,797          | 102,846             | 1,910,562          |
| Ralph K. Shelton       | 29,766,737          | 43,906              | 1,910,562          |

## “Say-on-Pay” Vote

| Description of<br>Matter Voted On  | Votes Cast<br>"For" | Votes Cast<br>"Against" | Abstained | Broker<br>Nonvotes |
|--|---------------------|-------------------------|-----------|--------------------|
| Non-binding, advisory resolution to approve compensation paid or provided to executive officers as disclosed in the annual meeting proxy statement | 29,392,000          | 177,383                 | 240,664   | 1,911,158          |

## “Say-on-Frequency” Vote

| Description of<br>Matter Voted On | Votes Cast<br>for<br>“Every Year” | Votes Cast<br>for<br>“Every 2 Years” | Votes Cast<br>for<br>“Every 3 Years” | Abstained | Broker<br>Nonvotes |
|-----------------------------------|-----------------------------------|--------------------------------------|--------------------------------------|-----------|--------------------|
|-----------------------------------|-----------------------------------|--------------------------------------|--------------------------------------|-----------|--------------------|

|  |           |         |            |        |           |
|--|-----------|---------|------------|--------|-----------|
| Non-binding, advisory vote on how frequently a “say-on-pay” resolution should be submitted to a vote of shareholders | 4,126,360 | 292,439 | 25,187,947 | 98,712 | 2,015,747 |
|--|-----------|---------|------------|--------|-----------|

Ratification of Appointment of Independent Accountants

| Description of Matter Voted On                             | Votes Cast "For" | Votes Cast "Against" | Abstained | Broker Nonvotes |
|--|------------------|----------------------|-----------|-----------------|
| Ratification of the appointment of independent accountants | 31,513,829       | 25,995               | 180,552   | 829             |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

First Citizens BancShares, Inc.  
(Registrant)

Date: April 28, 2011

By: /s/ KENNETH A. BLACK  
Kenneth A. Black  
Chief Financial Officer