

CULLEN/FROST BANKERS, INC.

Form 8-K

April 30, 2013

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, 2013

CULLEN/FROST BANKERS, INC.

(Exact name of issuer as specified in its charter)

Texas
(State or other jurisdiction

of incorporation)

001-13221
(Commission

File Number)

74-1751768
(IRS Employer

Identification No.)

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100 West Houston Street, San Antonio, Texas
(Address of principal executive offices)

78205
(Zip Code)

(210) 220-4011

(Registrant's telephone number, including area code)

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 (see General Instruction 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))

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of Cullen/Frost Bankers, Inc. (the Corporation) held on April 25, 2013, shareholders voted on the following matters:

- (1) To elect thirteen nominees to serve as Directors for a one-year term that will expire at the 2014 Annual Meeting of Shareholders. Final voting results were as follows:

| Name of Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| R. Denny Alexander | 44,466,566 | 3,584,937 | 6,084,343 |
| Carlos Alvarez | 47,801,663 | 249,840 | 6,084,343 |
| Royce S. Caldwell | 47,246,076 | 805,427 | 6,084,343 |
| Crawford H. Edwards | 47,954,214 | 97,289 | 6,084,343 |
| Ruben M. Escobedo | 47,246,752 | 804,751 | 6,084,343 |
| Richard W. Evans, Jr. | 47,680,442 | 371,061 | 6,084,343 |
| Patrick B. Frost | 47,820,159 | 231,344 | 6,084,343 |
| David J. Haemisegger | 47,936,432 | 115,071 | 6,084,343 |
| Karen E. Jennings | 47,308,842 | 742,661 | 6,084,343 |
| Richard M. Kleberg, III | 47,738,165 | 313,338 | 6,084,343 |
| Charles W. Matthews | 47,470,501 | 581,002 | 6,084,343 |
| Ida Clement Steen | 47,774,375 | 277,128 | 6,084,343 |
| Horace Wilkins, Jr. | 47,758,547 | 292,956 | 6,084,343 |

- (2) To approve the Cullen/Frost Bankers, Inc. 2005 Omnibus Incentive Plan, as amended and restated. Final voting results were as follows:

| | |
|------------------|------------|
| Votes For | 40,460,014 |
| Votes Against | 7,441,143 |
| Abstentions | 153,530 |
| Broker Non-Votes | 6,081,159 |

- (3) To ratify the selection of Ernst & Young LLP to act as independent auditors of the Corporation for the fiscal year that began January 1, 2013. Final voting results were as follows:

| | |
|---------------|------------|
| Votes For | 53,784,785 |
| Votes Against | 292,550 |
| Abstentions | 58,511 |

- (4) To provide nonbinding approval of executive compensation. Final voting results were as follows:

| | |
|------------------|------------|
| Votes For | 46,505,480 |
| Votes Against | 1,188,967 |
| Abstentions | 360,240 |
| Broker Non-Votes | 6,081,159 |

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.

CULLEN/FROST BANKERS, INC.

By: /s/ Phillip D. Green
Phillip D. Green
Group Executive Vice President and Chief
Financial Officer
(Duly Authorized Officer, Principal Financial
Officer and Principal Accounting Officer)

Dated: April 30, 2013