

COMMERCE BANCSHARES INC /MO/  
Form 8-K  
April 23, 2019

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 17, 2019

Commerce Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

Missouri                      0-2989                      43-0889454  
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

1000 Walnut,  
Kansas City, MO                      64106  
(Address of principal executive offices) (Zip Code)

(816) 234-2000  
(Registrant's  
telephone  
number,  
including area  
code)

(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))

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

The annual meeting of shareholders of Commerce Bancshares, Inc. (the Company) was held on April 17, 2019. As of the record date, there were a total of 111,118,645 shares of common stock outstanding and entitled to vote at the annual meeting. At the annual meeting, 100,049,591 shares of common stock were represented in person or by proxy, therefore a quorum was present. The following proposals were submitted by the Board of Directors to a vote of security holders:

(1) Election of four directors to the 2022 Class for a term of three years. Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, and there was no solicitation in opposition to management's nominees, as listed in the proxy statement. The four nominees for the four directorships received the following votes:

| Name of Director          | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------------|------------|----------------|------------------|
| Earl H. Devanny, III      | 72,359,249 | 6,813,010      | 20,877,332       |
| Benjamin F. Rassieur, III | 71,428,480 | 7,743,779      | 20,877,332       |
| Todd R. Schnuck           | 78,847,851 | 324,408        | 20,877,332       |
| Andrew C. Taylor          | 67,484,488 | 11,687,771     | 20,877,332       |

Based on the votes set forth above, the foregoing persons were duly elected to serve as directors for a term expiring at the annual meeting of shareholders in 2022 and until their respective successors have been duly elected and qualified.

Other directors whose term of office as director continued after the meeting were: John R. Capps, Karen L. Daniel, W. Thomas Grant, II, David W. Kemper, Terry D. Bassham, John W. Kemper, Jonathan M. Kemper, and Kimberly G. Walker.

(2) Ratification of the selection of KPMG LLP as the Company's independent public accountant for 2019. The proposal received the following votes:

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 97,772,235 | 2,038,860     | 238,497       | 0                |

Based on the votes set forth above, the appointment of KPMG LLP as the independent public accounting firm to serve for 2019 was duly ratified by the shareholders.

Advisory approval of the Company's executive compensation as disclosed pursuant to Item 402 of Regulation S-K. (3) This proposal, commonly referred to as "Say on Pay," is required by Section 14A of the Securities Exchange Act. The "Say on Pay" proposal received the following votes:

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 75,192,813 | 3,427,126     | 552,320       | 20,877,332       |

Based on the votes set forth above, the non-binding proposal to approve the compensation awarded by the Company to its named executive officers passed.

(4) Approval of the amendment of the Company's Articles of Incorporation to increase the number of shares of authorized common stock from 120,000,000 to 140,000,000. The proposal received the following votes:

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 98,249,789 | 1,391,670     | 408,132       | 0                |

Based on the votes set forth above, the proposal to amend the Articles of Incorporation was approved.

---

SIGNATURE

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.

COMMERCE BANCSHARES, INC.

By: /s/ Paul A. Steiner  
Paul A. Steiner  
Controller  
(Chief Accounting Officer)

Date: April 23, 2019