

FIRST CAPITAL INC
Form 8-K
May 24, 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): **May 23, 2018**

First Capital, Inc.

(Exact Name of Registrant as Specified in its Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

0-25023
(Commission
File Number)

35-2056949
(IRS Employer
Identification No.)

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220 Federal Drive N.W., Corydon, Indiana 47112

(Address of Principal Executive Offices) (Zip Code)

(812) 738-2198

(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:

- 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.

First Capital, Inc. (the Company) held its Annual Meeting of Shareholders on May 23, 2018. Matters voted upon were: (1) election of three directors of one class of the Company's Board of Directors to serve for three years and until the election and qualification of their successors; (2) ratification of the appointment of Monroe Shine & Co. as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018; and (3) approval of a non-binding advisory proposal on Executive Compensation. The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set forth below. Voting results are, when applicable, reported by rounding fractional share voting up or down to the nearest round number:

1. Election of three members of one class of the Company's Board of Directors to serve for three years and until the election and qualification of their successors:

| Director Nominee | For | Withheld | Broker Non-Votes |
|------------------------|-----------|----------|------------------|
| Kathryn W. Ernstberger | 1,584,092 | 83,126 | 880,023 |
| William I. Orwick, Sr. | 1,552,952 | 114,266 | 880,023 |
| Carolyn E. Wallace | 1,575,070 | 92,148 | 880,023 |

2. Ratification of the appointment of Monroe Shine & Co. as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018.

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 2,514,405 | 24,599 | 8,237 | 0 |

3. Approval of a non-binding advisory proposal on Executive Compensation.

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 1,534,606 | 91,473 | 41,139 | 880,023 |

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.

FIRST CAPITAL, INC.

Date: May 24, 2018

By:

/s/ M. Chris Frederick
Name: M. Chris Frederick
Title: Executive Vice President and Chief Financial
Officer