

ServisFirst Bancshares, Inc.  
Form DEF 14A  
March 29, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2)).
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material under §240.14a-12.

**SERVISFIRST BANCSHARES, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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**SERVISFIRST BANCSHARES, INC.**  
**850 Shades Creek Parkway, Suite 200**  
**Birmingham, Alabama 35209**

**March 29, 2017**

Dear Fellow Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of ServisFirst Bancshares, Inc. Our Annual Meeting will be held at The Club, Staterooms, 1 Robert S. Smith Drive, Birmingham, Alabama 35209, on Thursday, May 18, 2017, at 11:30 a.m., Central Daylight Time. We will have a luncheon after the meeting.

The enclosed proxy materials describe the formal business to be transacted at the Annual Meeting, which includes a report on our operations. Many of our directors and officers will be present to answer any questions that you and other stockholders may have. Included in the materials is our Annual Report to Stockholders, which contains detailed information concerning our activities and operating performance including our Annual Report on Form 10-K for the year ended December 31, 2016.

The business to be conducted at the Annual Meeting consists of (1) the election of six directors; (2) an advisory vote on executive compensation; (3) an advisory vote on the frequency of a stockholders advisory vote on executive compensation; (4) the ratification of the appointment of Dixon Hughes Goodman LLP as our independent registered public accounting firm for the year ending December 31, 2017; (5) the consideration of a stockholder proposal requesting our board of directors initiate the process to amend our corporate governance documents to provide that director nominees shall be elected by majority vote in uncontested director elections; and (6) such other business as may properly come before the Annual Meeting. Our board of directors unanimously recommends a vote **FOR** the election of the director nominees; **FOR** the **Say on Pay** advisory vote approving our executive compensation; **EVERY YEAR** for the advisory vote on the frequency of future **Say on Pay** advisory votes; **FOR** the ratification of the appointment of Dixon Hughes Goodman LLP as our independent registered public accounting firm for the year ending December 31, 2017; and **AGAINST** the adoption of the majority voting proposal.

You may vote your shares by following your broker's voting instructions, by submitting voting instructions by telephone or by Internet, by voting in person at the Annual Meeting or, if you requested to receive printed proxy materials, by completing and returning your proxy card. Instructions regarding the methods of voting are contained in the enclosed Proxy Statement and on the Notice of Internet Availability of Proxy Materials or proxy card.

On behalf of our board of directors, we request that you vote your shares now, even if you currently plan to attend the Annual Meeting. This will not prevent you from voting in person, but will assure that your vote is counted. Your vote is important.

Sincerely,

Thomas A. Broughton III  
Director, President and Chief Executive Officer

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**SERVISFIRST BANCSHARES, INC.**  
**850 Shades Creek Parkway, Suite 200**  
**Birmingham, Alabama 35209**

**NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON MAY 18, 2017**

To Our Stockholders:

Notice is hereby given that our Annual Meeting of Stockholders will be held at The Club, Staterooms, 1 Robert S. Smith Drive, Birmingham, Alabama 35209, on Thursday, May 18, 2017, at 11:30 a.m., Central Daylight Time, for the following purposes:

1. to elect six nominees to serve on our board of directors until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified, as set forth in the accompanying Proxy Statement;
2. to conduct a Say on Pay advisory vote on our executive compensation;
3. to conduct an advisory vote on the frequency of future Say on Pay advisory votes;
4. to ratify the appointment of Dixon Hughes Goodman LLP as our independent registered public accounting firm for the year ending December 31, 2017;
5. to consider a stockholder proposal requesting our board of directors initiate the process to amend our corporate governance documents to provide that director nominees shall be elected by majority vote in uncontested director elections; and
6. to transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

Our board of directors unanimously recommends a vote FOR the election of the director nominees, FOR the Say on Pay advisory vote approving our executive compensation, EVERY YEAR for the advisory vote on the frequency of future Say on Pay advisory votes, FOR the ratification of the appointment of Dixon Hughes Goodman LLP as our independent registered public accounting firm for the year ending December 31, 2017, and AGAINST the adoption of the majority voting proposal. Our board of directors is not aware of any other business to come before the Annual Meeting. Directions to the Annual Meeting location at The Club, Staterooms, are available at [www.edocumentview.com/SFBS](http://www.edocumentview.com/SFBS).

Stockholders of record as of the close of business on March 20, 2017 are entitled to notice of, and to vote their shares in person or by proxy at, the Annual Meeting. The proxy materials are first being made available to stockholders on March 29, 2017.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE STOCKHOLDER MEETING TO BE HELD MAY 18, 2017:**

Our Proxy Statement, form of proxy and 2016 Annual Report on Form 10-K are available at:  
[www.edocumentview.com/SFBS](http://www.edocumentview.com/SFBS)

**YOUR VOTE IS IMPORTANT**

**IT IS IMPORTANT THAT YOU SUBMIT VOTING INSTRUCTIONS BY TELEPHONE OR BY INTERNET OR, IF YOU REQUESTED TO RECEIVE PRINTED PROXY MATERIALS, BY RETURNING YOUR PROXY CARD. THEREFORE, WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE VOTE BY TELEPHONE OR BY INTERNET, SUBMIT VOTING INSTRUCTIONS OR SIGN, DATE AND RETURN THE PROXY CARD AS SOON AS POSSIBLE. STOCKHOLDERS OF RECORD WHO VOTE OVER THE TELEPHONE OR THE INTERNET, SUBMIT VOTING INSTRUCTIONS OR EXECUTE A PROXY CARD MAY NEVERTHELESS ATTEND THE ANNUAL MEETING, REVOKE THEIR PROXY AND VOTE THEIR SHARES IN PERSON.**

By Order of the Board of Directors,

William M. Foshee  
Secretary and Chief Financial Officer

Birmingham, Alabama  
March 29, 2017

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The board of directors unanimously recommends a vote FOR each director nominee.

1 The six director nominees presented in this proposal are recommended for election to the board of directors.

Additional information about each director and his or her qualifications may be found on page 1.

Name	Age	Director Since	Primary Occupation	Independent	Committee Memberships		
					AC	CC	CGNC
Thomas A. Broughton III	61	2007	President, Chief Executive Officer and Director of ServisFirst Bancshares, Inc. and ServisFirst Bank				
Stanley M. Brock	66	2007	Chairman of ServisFirst Bancshares, Inc. and ServisFirst Bank; President of Brock Investment Company, Ltd.	ü			
Michael D. Fuller	63	2007	President of Double Oak Water Reclamation	ü			
James J. Filler	73	2007	Retired Chief Executive Officer of Jefferson Iron & Metal Brokerage, Inc.	ü			
J. Richard Cashio	59	2007	Retired Chief Executive Officer of TASSCO, LLC	ü			
Hatton C. V. Smith	66	2007	President of National Accounts, Royal Cup Coffee	ü			

**AC:** Audit Committee    **CC:** Compensation Committee    **CGNC:** Corporate Governance & Nominations Committee

Committee Chair    Committee Member    Financial Expert

**Proposal 2:****Advisory Vote on Executive Compensation**

2 The board of directors unanimously recommends a vote FOR the resolution.

Additional information about executive compensation may be found on page 14.

3 **Proposal 3:**  
**Advisory Vote on the Frequency of Future Say on Pay Votes**

The board of directors unanimously recommends a vote of Every Year for the advisory vote on the frequency of future Say on Pay votes.

Additional information about the advisory vote may be found on page [26](#).

4 **Proposal 4:**  
**Ratify Appointment of the Independent Registered Public Accounting Firm**

The board of directors unanimously recommends a vote FOR the resolution.

Additional information about the independent registered public accounting firm may be found on page [27](#).

5 **Proposal 5:**  
**Stockholder Proposal Regarding Director Election Majority Voting Standard**

The board of directors unanimously recommends a vote AGAINST the resolution.

Additional information about the stockholder proposal may be found on page [29](#).

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Throughout this Proxy Statement, unless the context indicates otherwise, when we use the terms the company, we, our or us, we are referring to ServisFirst Bancshares, Inc. and its wholly-owned subsidiary, ServisFirst Bank (which we refer to as the bank ). When we use the term Annual Meeting, we intend to include both the Annual Meeting to be held on the date and at the time and place identified above and any adjournment or postponement of such Annual Meeting.

## PROPOSAL 1: ELECTION OF DIRECTORS

Under our bylaws, our board of directors consists of six directors unless a different number is fixed from time to time by resolution passed by a majority of our board of directors, which is the only means of fixing a different number. Six directors will be elected at the Annual Meeting to hold office until our 2018 Annual Meeting of Stockholders and until their successors are elected and have qualified.

Our board has nominated the six persons named below, all of whom currently serve as directors, for election as directors at the 2017 Annual Meeting. Each of our director nominees has served as a director of the bank since its inception in 2005 and as a director of the company since our formation in 2007. Each of these nominees has consented to serve as a director, if re-elected. Unless otherwise instructed, the management proxies intend to vote the proxies received by them for the election of all six of these nominees. If any nominee identified below becomes unable to serve as a director before the Annual Meeting, the management proxies will vote the proxies received by them for the election of a substitute nominee selected by our board of directors.

### Annual Election of Directors

The six nominees receiving the most votes cast in the election of directors by holders of shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting will be elected to serve as directors of the company for the next year. As a result, although shares as to which the authority to vote is withheld will be counted, such withhold votes will have no effect on the outcome of the election of directors, except with respect to our director resignation policy.

Information regarding directors and director nominees and their ages as of the record date is as follows:

Name	Age	Director Since	Primary Occupation	Committee Memberships			
				Independent	AC	CC	CGNC
<b>Thomas A. Broughton III</b>	61	2007	President, Chief Executive Officer and Director of ServisFirst Bancshares, Inc. and ServisFirst Bank				
<b>Stanley M. Brock</b>	66	2007	Chairman of ServisFirst Bancshares, Inc. and	X	[FE][M]		[C][M]

<b>Michael D. Fuller</b>	63	2007	ServisFirst Bank; President of Brock Investment Company, Ltd.  President of Double Oak Water Reclamation	X	[C][M]
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