

CASS INFORMATION SYSTEMS INC  
Form 8-K  
April 23, 2014

**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 21, 2014**

**CASS INFORMATION SYSTEMS, INC.**  
**(Exact name of registrant as specified in its charter)**

**Missouri**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**000-20827**  
**(Commission**  
**File Number)**

**43-1265338**  
**(I.R.S. Employer**  
**Identification No.)**

**12444 Powerscourt Drive, Suite 550**  
**St. Louis, Missouri**  
**(Address of principal executive offices)**

**63131**  
**(Zip Code)**

**(314) 506-5500**

**(Registrant's telephone number, including area code)**

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.
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 21, 2014, Cass Information Systems, Inc. (the Company) held its 2014 Annual Meeting of Shareholders (the Annual Meeting). The following is a summary of the matters voted on at the Annual Meeting:

(a) Election of two directors to serve three-year terms ending in 2017, as follows:

| <b>Nominee</b>          | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| Eric H. Brunngraber     | 7,976,808        | 72,854                | 2,777,955               |
| Benjamin F. Edwards, IV | 7,973,452        | 76,210                | 2,777,955               |

All director nominees were elected.

(b) Non-binding advisory vote on executive compensation:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 7,616,393        | 211,759              | 221,509            | 2,777,955               |

On an advisory basis, the Company's shareholders approved the compensation paid to the Company's named executive officers as disclosed in the Company's 2014 proxy statement.

(c) Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2014:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 10,781,626       | 15,570               | 30,420             |

The selection of KPMG LLP to serve as the Company's independent registered public accounting firm for 2014 was ratified.

**Item 8.01. Other Matters.**

On April 23, 2014, the Company issued a press release announcing that the Company's board of directors declared a second quarter cash dividend of \$0.20 per share, payable June 16, 2014 to shareholders of record on June 5, 2014. A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <b>Exhibit Number</b> | <b>Description</b> |
|-----------------------|--------------------|
|-----------------------|--------------------|

99.1

Press release of Cass Information Systems, Inc. dated April 23, 2014.

**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.

Dated: April 23, 2014

CASS INFORMATION SYSTEMS, INC.

By: /s/ Eric H. Brunngraber  
Name: Eric H. Brunngraber  
Title: President and Chief Executive Officer

By: /s/ P. Stephen Appelbaum  
Name: P. Stephen Appelbaum  
Title: Executive Vice President and Chief  
Financial Officer