

FS Bancorp, Inc.  
Form 8-K  
May 31, 2016

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 26, 2016

FS BANCORP, INC.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Washington<br>(State or other jurisdiction<br>of incorporation) | 001-35589<br>(Commission<br>File Number) | 45-4585178<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|   |                     |
|---|---------------------|
| 6920 220th Street SW, Suite 200,<br>Mountlake Terrace, Washington<br>(Address of principal executive offices) | 98043<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (425) 771-5299

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

- (a) The Annual Meeting of FS Bancorp, Inc. (the “Company”) was held on May 26, 2016 (“Annual Meeting”).
- (b) There were a total of 3,149,296 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 2,826,336 shares of common stock were represented in person or by proxy, therefore, a quorum was present. The following proposals were submitted by the Company’s Board of Directors to a vote of shareholders:

Proposal 1. Election of Directors. The following three individuals were elected as directors for three year terms and one director for a one-year term:

|                           | FOR             |                                       | WITHHELD        |                                       | BROKER<br>NON-<br>VOTES |
|---------------------------|-----------------|---------------------------------------|-----------------|---------------------------------------|-------------------------|
|                           | No. of<br>votes | Percentage<br>of<br>shares<br>present | No. of<br>Votes | Percentage<br>of<br>shares<br>present | No. of<br>votes         |
| Judith A. Cochrane        | 1,968,674       | 98.28                                 | 34,381          | 1.72                                  | 823,281                 |
| Ted A. Leech              | 1,968,874       | 98.29                                 | 34,181          | 1.71                                  | 823,281                 |
| Marina<br>Cofer-Wildsmith | 1,917,399       | 95.72                                 | 85,656          | 4.28                                  | 823,281                 |
| Mark H. Tueffers          | 1,968,899       | 98.29                                 | 34,156          | 1.71                                  | 823,281                 |

Based on the votes set forth above, Judith A. Cochrane, Ted A. Leech and Marina Cofer-Wildsmith were duly elected to serve as directors of the Company for a three year term expiring at the annual meeting of shareholders in 2019, and until their respective successors have been duly elected and qualified. Mark H. Tueffers was duly elected to serve as a director of the Company for a one year term expiring at the annual meeting of shareholders in 2017, and until their respective successors have been duly elected and qualified.

The terms of Directors Michael J. Mansfield, Margaret R. Piesik, Joseph C. Adams and Joseph P. Zavaglia continued.

Proposal 2. An advisory (non-binding) vote to approve our executive compensation. This proposal received the following votes:

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 1,879,088 | 65,169  | 58,798  | 823,281         |

Based on the votes set forth above, the compensation of the Company’s named executive officers was approved by shareholders.

Proposal 3. Ratification of the appointment of Moss Adams LLP as the Company's independent auditors for the year ending December 31, 2016. This proposal received the following votes:

| For       | Against | Abstain | Broker Non-Vote |
|-----------|---------|---------|-----------------|
| 2,768,868 | 51,782  | 5,686   | N/A             |

Based on the votes set forth above, the appointment of Moss Adams LLP as the Company's independent auditors to serve for the year ending December 31, 2016 was duly ratified by the shareholders

- (c) None.
  - (d) Not applicable.
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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.

FS BANCORP, INC.

Date: May 31, 2016

/s/Matthew D. Mullet  
Matthew D. Mullet  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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