

FIRST FARMERS & MERCHANTS CORP

Form 8-K

April 21, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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, 2012 (April 15, 2014)

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**FIRST FARMERS AND MERCHANTS CORPORATION**

(Exact name of registrant as specified in its charter)

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**Tennessee**

(State or other jurisdiction of  
incorporation)

**000-10972**

(Commission File Number)

**62-1148660**

(IRS Employer Identification No.)

**816 South Garden Street**

**Columbia, Tennessee**

(Address of principal executive offices)

**38402-1148**

(Zip Code)

Registrant's telephone number, including area code **(931) 388-3145**

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 (see General Instruction A.2 below):

- ..  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))
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**Section 5 Corporate Governance and Management**

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

First Farmers and Merchants Corporation (the Corporation) held its annual meeting of shareholders on April 15, 2014 (the Annual Meeting). At the Annual Meeting, the shareholders of the Corporation voted on the following proposals:

- ◆ The election of 11 directors to the Corporation's Board of Directors; and
- ◆ An advisory vote on the compensation of the named executive officers.

For more information about this proposal, see the Company's proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on March 5, 2014.

**Proposal 1: Election of Directors**

The Corporation's shareholders elected each of the 11 nominees to serve as directors of the Corporation until the 2015 annual meeting of shareholders or until his or her successor is qualified and elected. The voting results were as follows:

| <b>Director Nominee</b>  | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|--------------------------|------------|-----------------|------------------------|
| M. Darlene Baxter        | 2,978,862  | 13,120          | 0                      |
| Jonathan M. Edwards      | 2,988,270  | 3,712           | 0                      |
| Tom Napier Gordon        | 2,973,590  | 18,392          | 0                      |
| Dalton M. Mounger        | 2,991,470  | 512             | 0                      |
| Timothy E. Pettus        | 2,882,272  | 109,710         | 0                      |
| Patrick J. Riley         | 2,988,270  | 3,712           | 0                      |
| Matthew M. Scoggins, Jr. | 2,991,370  | 612             | 0                      |
| T. Randy Stevens         | 2,838,262  | 153,720         | 0                      |
| W. Lacy Upchurch         | 2,991,470  | 512             | 0                      |
| Kimberly D. Vella        | 2,968,608  | 23,374          | 0                      |
| Dr. David S. Williams    | 2,989,190  | 2,792           | 0                      |

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

The Corporation's shareholders adopted a resolution to approve, on an advisory basis, the compensation of the named executive officers described in the Corporation's proxy statement. The voting results are set forth below:

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**For**  
2,623,968

**Against**  
368,014

**Abstention/Broker Non-Vote**  
0

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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.

**FIRST FARMERS AND MERCHANTS CORPORATION**

By: /s/Patricia P. Bearden  
Patricia P. Bearden  
Treasurer and Chief Financial Officer

Date: April 21, 2014