

QCR HOLDINGS INC  
Form 8-K  
May 11, 2010

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 5, 2010

QCR Holdings, Inc.  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-22208

Delaware 42-1397595  
(State or other jurisdiction of incorporation) (I.R.S. Employer Identification Number)

3551 Seventh Street  
Moline, Illinois 61265  
(Address of principal executive offices, including zip code)

(309) 743-7721  
(Registrant's telephone number, including area code)

N/A  
(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 (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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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 5, 2010, the Company held its annual meeting of stockholders in Moline, Illinois. Of the 4,582,791 shares of common stock issued and outstanding as of the record date for the meeting, 3,780,429 shares were represented at the meeting in person or by proxy, constituting approximately 82% of the outstanding shares. At the meeting, the stockholders approved all of the director nominees and each of the proposals presented.

The final results of voting on each of the matters submitted to a vote of stockholders during the annual meeting are as follows:

1. The approval of an amendment to the Company's Certificate of Incorporation to increase the maximum number of directors on the board of directors from twelve to fifteen:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,578,504 | 187,122       | 14,802      | 1                |

2. The approval of an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 10,000,000 shares to 20,000,000 shares:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,509,553 | 207,251       | 63,623      | 2                |

3. The approval of the issuance of a new series of convertible preferred stock in accordance with NASDAQ Listing Rule 5635:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,373,407 | 161,685       | 52,764      | 1,192,573        |

4. The approval of the QCR Holdings, Inc. 2010 Equity Incentive Plan:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,240,427 | 269,361       | 78,068      | 1,192,573        |

5. The election of four Class II directors until the regular annual meeting of stockholders in 2013 and until their successors are elected and have qualified:

| Name                 | Votes For | Votes Withheld |
|----------------------|-----------|----------------|
| Larry J. Helling     | 2,520,065 | 67,792         |
| Douglas M. Hultquist | 2,504,140 | 83,718         |
| Mark C. Kilmer       | 2,503,096 | 84,761         |
| Charles M. Peters    | 2,520,305 | 67,553         |

6. The approval of a non-binding, advisory proposal on the compensation of certain executive officers:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,490,630 | 195,986       | 93,812      | 1                |



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.

QCR Holdings, Inc.

Dated: May 10, 2010

By: /s/ Douglas M. Hultquist  
Douglas M. Hultquist  
President and Chief Executive Officer