

BANCFIRST CORP /OK/  
Form 8-K  
May 27, 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

**BANCFIRST CORPORATION**  
(Exact name of registrant as specified in its charter)

OKLAHOMA                      0-14384              73-1221379  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

101 North Broadway, Oklahoma City, Oklahoma 73102  
(Address of principal executive offices)              (Zip Code)

Registrant's telephone number, including area code (405) 270-1086

(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))

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

- On May 26, 2016, BancFirst Corporation (the “Company”) held its annual meeting of shareholders. As of the record date on April 8, 2016, the total number of shares of common stock outstanding and entitled to vote at the annual meeting was 15,533,103, of which 13,786,730 shares were represented at the meeting in person or by proxy. The purpose of the annual meeting was to vote on five proposals: (i) to elect the 19 directors nominated by our board; (ii) to amend the BancFirst Corporation Stock Option Plan to increase the number of shares of common stock that may be issued under the plan by 200,000 shares; (iii) to amend the BancFirst Corporation Non-Employee Directors’ Stock Option Plan to increase the number of shares of common stock that may be issued under the plan by 30,000 shares; (iv) to amend the BancFirst Corporation Directors’ Deferred Stock Compensation Plan to increase the number of shares of common stock that may be issued under the plan by 20,000 shares; and (v) to ratify BKD, LLP as our independent registered public accounting firm. Each of the foregoing proposals was set forth and described in the Notice of Annual Meeting and Proxy Statement of the Company dated April 14, 2016. At the meeting, the shareholders elected all 19 directors; amended the BancFirst Corporation Stock Option Plan; amended the BancFirst Corporation Non-Employee Directors’ Stock Option Plan; amended the BancFirst Corporation Directors’ Deferred Stock Compensation Plan; and ratified our independent auditors.
- (a)
- (b) The number of votes cast for or against, as well as the number of abstentions and broker non-votes as to each such matter (where applicable), are set forth below:

| Description of Proposal                     | Number of Shares |           |                  |
|---|------------------|-----------|------------------|
|   | For              | Withheld  | Broker Non-Votes |
| <b>Proposal No. 1-Election of Directors</b> |                  |           |                  |
| Dennis L. Brand                             | 12,956,433       | 120,953   | 709,344          |
| C.L. Craig, Jr.                             | 12,889,661       | 187,725   | 709,344          |
| William H. Crawford                         | 12,923,834       | 153,552   | 709,344          |
| James R. Daniel                             | 12,926,652       | 150,734   | 709,344          |
| F. Ford Drummond                            | 9,465,817        | 3,611,569 | 709,344          |
| William O. Johnstone                        | 12,939,975       | 137,411   | 709,344          |
| Frank Keating                               | 13,043,449       | 33,937    | 709,344          |
| Dave R. Lopez                               | 13,006,324       | 71,062    | 709,344          |
| J. Ralph McCalmont                          | 12,876,974       | 200,412   | 709,344          |
| Tom H. McCasland, III                       | 13,002,646       | 74,740    | 709,344          |
| Ronald J. Norick                            | 9,435,972        | 3,641,414 | 709,344          |
| Paul B. Odom, Jr.                           | 12,877,094       | 200,292   | 709,344          |
| David E. Rainbolt                           | 12,970,848       | 106,538   | 709,344          |
| H.E. Rainbolt                               | 12,947,091       | 130,295   | 709,344          |
| Michael S. Samis                            | 10,387,867       | 2,689,519 | 709,344          |
| Natalie Shirley                             | 13,016,523       | 60,863    | 709,344          |
| Michael K. Wallace                          | 13,010,211       | 67,175    | 709,344          |
| Gregory G. Wedel                            | 13,018,928       | 58,458    | 709,344          |

G. Rainey Williams, Jr. 13,016,018 61,368 709,344

|   |            |                |                  |                             |
|---|------------|----------------|------------------|-----------------------------|
| <b>Proposal No. 2-</b> To Amend the<br>BancFirst Corporation Stock Option Plan                              | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker<br/>Non-Votes</b> |
|   | 12,783,788 | 213,633        | 79,965           | 709,344                     |
| <b>Proposal No. 3-</b> To Amend the<br>BancFirst Corporation Non-Employee Directors' Stock Option<br>Plan   | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker<br/>Non-Votes</b> |
|   | 12,763,101 | 230,633        | 83,652           | 709,344                     |
| <b>Proposal No. 4-</b> To Amend the<br>BancFirst Corporation Directors' Deferred Stock Compensation<br>Plan | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker<br/>Non-Votes</b> |
|   | 12,911,594 | 101,743        | 64,049           | 709,344                     |
| <b>Proposal No. 5-</b> Ratify Independent<br>Registered Public Accounting Firm                              | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker<br/>Non-Votes</b> |
|   | 13,771,858 | 5,058          | 9,814            | -                           |

**Item 7.01. Regulation FD Disclosure.**

BancFirst Corporation Announces Declaration of Quarterly Dividend on its common stock and an Interest Payment on its BFC Capital Trust II

On May 26, 2016, BancFirst Corporation's Board of Directors declared a \$0.36 per share cash dividend on its common stock. The dividend is payable July 15, 2016, to shareholders of record on June 30, 2016. BancFirst Corporation will also pay the quarterly interest payment on \$26.8 million of its 7.20% Junior Subordinated Debentures related to the trust preferred securities issued by its statutory trust subsidiary, BFC Capital Trust II. The trust will use the proceeds of the interest payment to pay a dividend of \$0.45 per share on the trust preferred securities, payable July 15, 2016, to shareholders of record on June 30, 2016.

**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.

**BANCFIRST**  
**CORPORATION**  
(Registrant)

Date: May 27, 2016 /s/ Kevin Lawrence  
Kevin Lawrence  
Executive Vice  
President  
Chief Financial  
Officer  
(Principal Financial  
Officer)