

CAPITAL CITY BANK GROUP INC

Form 8-K

April 27, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 24, 2018

(Exact name of registrant as specified in its charter)

Florida 0-13358 59-2273542  
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)  
217 North Monroe Street, Tallahassee, Florida 32301  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (850) 671-0300

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Annual Meeting of Shareowners (the “Annual Meeting”) of Capital City Bank Group, Inc. (the “Company”) was held on April 24, 2018. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, and there was no solicitation in opposition to management’s solicitations. The following summarizes all matters voted on at the Annual Meeting.

The following directors were elected for a term to expire at the 2021 annual meeting and until their successors are elected and qualified. Each nominee was an incumbent director, no other person was nominated, and each nominee was elected. The number of votes cast were as follows:

|                        | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------|-----------------|-------------------------|
| Frederick Carroll, III | 13,583,115 | 219,298         | 1,425,222               |
| Laura Johnson          | 13,582,109 | 220,304         | 1,425,222               |

Shareowners ratified the action of the Audit Committee in selecting and appointing Ernst & Young, LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018. The number of votes cast were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstention</b> |
|------------|----------------|-------------------|
| 15,122,720 | 3,462          | 101,453           |

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.

**CAPITAL CITY BANK  
GROUP, INC.**

Date: April 27, 2018 By: /s/ J. Kimbrough Davis  
J. Kimbrough Davis,  
Executive Vice President  
and Chief Financial Officer