

PROSPERITY BANCSHARES INC  
Form 8-K/A  
April 16, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 2 to Current Report)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF**

**THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 31, 2007

**PROSPERITY BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**0-25051**  
(Commission File Number)

**74-2231986**  
(I.R.S. Employer  
Identification No.)

**4295 San Felipe**  
**Houston, Texas**  
(Address of principal executive offices)

**77027**  
(Zip Code)

Registrant's telephone number, including area code: (713) 693-9300

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Explanatory Note:** This Amendment No. 2 to the Current Report on Form 8-K of Prosperity Bancshares, Inc. ( Prosperity ) dated January 31, 2007 is filed for the purpose of filing the pro forma financial information required by Item 9.01(b) of Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(b) Pro Forma Financial Information.

The following unaudited pro forma consolidated combined financial statements of Prosperity are attached hereto as Exhibit 99.2:

Unaudited Pro Forma Consolidated Combined Balance Sheet as of September 30, 2006

Unaudited Pro Forma Consolidated Combined Statement of Income for the nine months ended September 30, 2006

Unaudited Pro Forma Consolidated Combined Statement of Income for the year ended December 31, 2005

(d) Exhibits.

The following materials are filed as exhibits to this Amendment No. 2 to Current Report on Form 8-K/A:

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                     |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                | Agreement and Plan of Reorganization, dated as of July 16, 2006, as amended, by and between Prosperity Bancshares, Inc. and Texas United Bancshares, Inc. (incorporated herein by reference to the Exhibit 2.1 to Prosperity's Registration Statement on Form S-4 (Registration No. 333-138026)). |
| 10.1               | Non-Competition, Non-Solicitation and Confidentiality Agreement, dated as of January 31, 2007, by and between L. Don Stricklin, Texas United and Prosperity (incorporated herein by reference to Exhibit 10.1 to Prosperity's Current Report on Form 8-K filed on February 2, 2007).              |
| 99.1               | Press Release issued by Prosperity dated February 1, 2007 (incorporated herein by reference to Exhibit 99.1 to Prosperity's Current Report on Form 8-K filed on February 2, 2007).                                                                                                                |
| 99.2               | Unaudited pro forma consolidated combined financial statements.                                                                                                                                                                                                                                   |

**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.

PROSPERITY BANCSHARES, INC.

(Registrant)

Dated: April 16, 2007

By: /s/ James D. Rollins III  
James D. Rollins III  
President and Chief Operating Officer

**EXHIBIT INDEX**

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