

LAKELAND FINANCIAL CORP  
Form 8-K  
April 13, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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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 11, 2017

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Lakeland Financial Corporation  
(Exact name of Registrant as specified in its charter)

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|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Indiana   | 0-11487                  | 35-1559596                           |
| (State or other jurisdiction<br>Of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

202 East Center Street, P.O. Box 1387, Warsaw, Indiana 46581-1387

(Address of principal executive offices) (Zip Code)

(574) 267-6144

(Registrant's telephone number, including area code)

Not Applicable

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Solicitation 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Lakeland Financial Corporation 2017 Equity Incentive Plan

At the 2017 Annual Meeting of Shareholders (the "Annual Meeting") of Lakeland Financial Corporation (the "Company") held on April 11, 2017, the Company's shareholders approved the 2017 Equity Incentive Plan (the "2017 EIP"). The 2017 EIP was adopted by the Company's Board of Directors on January 10, 2017, subject to shareholder approval at the Annual Meeting, to promote the Company's long term financial success, to attract, retain and reward persons who can contribute to the Company's success, and to further align the participants' interest with those of the Company's shareholders. The 2017 EIP will be administered by the Compensation Committee of the Board of Directors, which will select award recipients from the eligible participants, determine the types of awards to be granted, and determine the applicable terms, conditions, performance criteria, restrictions and other provisions of such awards, including any vesting or accelerated vesting requirements or conditions applicable to an award or awards. The 2017 EIP incorporates a broad variety of cash-based and equity-based incentive compensation elements to provide the Compensation Committee with significant flexibility to appropriately address the requirements and limitations of recently applicable legal, regulatory and financial accounting standards in a manner mutually consistent with the purposes of the 2017 EIP and shareholder interests.

Subject to permitted adjustments for certain corporate transactions, the maximum number of shares that may be delivered to participants, or their beneficiaries, under the 2017 EIP is 1,000,000 shares of the Company's common stock.

The foregoing description of the 2017 EIP is qualified in its entirety by the text of the 2017 EIP, which is filed as Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed with the SEC on April 12, 2017, and which is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 11, 2017, the Company's annual meeting of stockholders was held. At the meeting, the stockholders elected Blake W. Augsburger, Robert E. Bartels, Jr., Daniel F. Evans, Jr., David M. Findlay, Thomas A. Hiatt, Michael L. Kubacki, Emily E. Pichon, Steven D. Ross, Brian J. Smith, Bradley J. Toothaker, Ronald D. Truex and M. Scott Welch, each with terms expiring in 2018. The Company's stockholders also approved the 2017 Equity Incentive Plan. Additionally, the Company's shareholders ratified the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ended December 31, 2017, ratified the advisory vote on executive compensation and ratified the frequency of the vote on executive compensation.

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

Election of Directors:

|                        | For        | Against   | Abstain | Broker Non-votes |
|------------------------|------------|-----------|---------|------------------|
| Blake W. Augsburger    | 18,050,478 | 504,628   | 33,050  | 3,477,446        |
| Robert E. Bartels, Jr. | 17,793,057 | 752,424   | 42,675  | 3,477,446        |
| Daniel F. Evans, Jr.   | 18,007,357 | 513,915   | 66,884  | 3,477,446        |
| David M. Findlay       | 18,173,737 | 391,132   | 23,287  | 3,477,446        |
| Thomas A. Hiatt        | 17,767,269 | 766,796   | 54,091  | 3,477,446        |
| Michael L. Kubacki     | 17,923,543 | 641,266   | 23,347  | 3,477,446        |
| Emily E. Pichon        | 18,152,744 | 407,220   | 28,192  | 3,477,446        |
| Steven D. Ross         | 18,153,005 | 395,453   | 39,698  | 3,477,446        |
| Brian J. Smith         | 18,418,355 | 133,293   | 36,508  | 3,477,446        |
| Bradley J. Toothaker   | 16,957,904 | 1,569,284 | 60,968  | 3,477,446        |
| Ronald D. Truex        | 18,345,705 | 136,361   | 106,090 | 3,477,446        |

M. Scott Welch 17,915,709 614,645 57,802 3,477,446

2017 Equity Incentive Plan:

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 17,959,453 | 538,997 | 89,706  | 3,477,446        |

Ratification of Crowe Horwath LLP as Independent Registered Public Accounting Firm:

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 21,573,541 | 412,852 | 79,125  |                  |

Approval of Advisory Proposal on Executive Compensation:

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 18,004,370 | 387,278 | 196,508 | 3,477,446        |

Approval of Advisory Proposal on Frequency of Vote on Executive Compensation:

| 1 Year     | 2 Year | 3 Year    | Abstain |
|------------|--------|-----------|---------|
| 15,979,636 | 38,502 | 2,471,101 | 98,917  |

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.

LAKELAND FINANCIAL CORPORATION

Dated: April 13, 2017 By: /s/Lisa M. O'Neill  
Lisa M. O'Neill  
Executive Vice President and  
Chief Financial Officer