

MERCANTILE BANK CORP  
Form 8-K  
April 26, 2013

**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): April 25, 2013**

**Mercantile Bank Corporation**

(Exact name of registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction

of incorporation)

**000-26719**  
(Commission

File Number)

**38-3360865**  
(IRS Employer

Identification Number)

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**310 Leonard Street NW, Grand Rapids, Michigan**  
(Address of principal executive offices)

**49504**  
(Zip Code)

**Registrant's telephone number, including area code 616-406-3000**

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.**

An annual meeting of our shareholders was held on April 25, 2013. At the meeting, our shareholders voted on each of the following four matters:

election of eleven directors, each for a one-year term;

ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for 2013;

an advisory vote to approve the compensation of our executives disclosed in our proxy statement for the annual meeting; and

an advisory vote on the frequency of advisory approval of the compensation of our named executive officers.

The final vote results for these four matters is set forth below.

The votes cast on the election of directors were as follows:

| Nominee                 | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------------|-----------|----------------|-------------|------------------|
| Kirk J. Agerson         | 4,738,960 | 53,731         | 0           | 1,999,983        |
| David M. Cassard        | 4,697,180 | 95,511         | 0           | 1,999,983        |
| Edward J. Clark         | 4,696,724 | 95,967         | 0           | 1,999,983        |
| John F. Donnelly        | 4,750,216 | 42,475         | 0           | 1,999,983        |
| Michael D. Faas         | 2,389,444 | 2,403,247      | 0           | 1,999,983        |
| Doyle A. Hayes          | 4,742,017 | 50,674         | 0           | 1,999,983        |
| Susan K. Jones          | 4,697,709 | 94,982         | 0           | 1,999,983        |
| Robert B. Kaminski, Jr. | 4,743,338 | 49,353         | 0           | 1,999,983        |
| Calvin D. Murdock       | 4,696,069 | 96,622         | 0           | 1,999,983        |
| Michael H. Price        | 4,742,954 | 49,737         | 0           | 1,999,983        |
| Timothy O. Schad        | 4,749,967 | 42,724         | 0           | 1,999,983        |

The votes cast on the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for 2013 were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,757,639 | 30,092        | 4,943       | 0                |

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The votes cast on the advisory vote to approve the compensation of our executives disclosed in our proxy statement for the annual meeting were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|-----------|---------------|-------------|------------------|
| 4,671,338 | 112,580       | 8,773       | 1,999,983        |

The votes cast on the advisory vote regarding the frequency of advisory approval of the compensation of our named executive officers were as follows:

| One Year  | Two Years | Three Years | Abstentions | Broker Non-votes |
|-----------|-----------|-------------|-------------|------------------|
| 4,321,197 | 79,300    | 356,747     | 35,448      | 1,999,983        |

For item 4, the Board of Directors recommended an advisory vote frequency of One Year for the future non-binding advisory resolutions to approve the compensation of our named executive officers. With the alternative of holding the executive compensation vote every One Year receiving the highest number of votes cast on the frequency proposal, the Board has determined that the Company will hold future non-binding advisory votes on the compensation of our named executive officers every year, at least until the next required vote on the frequency of shareholder votes on the compensation of our named executive officers. A shareholder advisory vote on the frequency of the shareholder advisory vote on the compensation paid to the Company's named executive officers is required to be held at least once every six years.

**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.

Mercantile Bank Corporation

By: /s/ Charles E. Christmas  
Charles E. Christmas  
Senior Vice President, Chief Financial Officer and  
Treasurer

Date: April 26, 2013