

BANCFIRST CORP /OK/  
Form 8-K  
May 28, 2014

**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 22,  
2014

**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,              73102  
Oklahoma  
(Address of principal executive offices) (Zip Code)

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

N/A  
(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 22, 2014, BancFirst Corporation (the “Company”) held its annual meeting of shareholders. As of the record date on April 9, 2014, the total number of shares of common stock outstanding and entitled to vote at the annual meeting was 15,363,728, of which 14,625,017 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 extend the term of the plan from December 31, 2014 to December 31, 2019; (iii) to amend the BancFirst Corporation Non-Employee Directors’ Stock Option Plan to (a) increase the number of shares of common stock that may be issued under the plan by 25,000 shares and to extend the term of the plan from December 31, 2014 to December 31, 2019; (iv) to amend the BancFirst Corporation Directors’ Deferred Stock Compensation Plan to extend the term of the plan from December 31, 2014 to December 31, 2019; 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 21, 2014. At the meeting, the shareholders elected all 19 directors, amended all three stock plans and ratified our independent auditors.

(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 |
| Proposal No. 1-Election of Directors |                  |           |                  |
| Dennis Brand                         | 12,170,799       | 448,766   | 794,538          |
| C.L. Craig, Jr.                      | 11,802,641       | 816,924   | 794,538          |
| William H. Crawford                  | 12,005,908       | 613,657   | 794,538          |
| James R. Daniel                      | 12,170,548       | 449,017   | 794,538          |
| F. Ford Drummond                     | 12,383,682       | 235,883   | 794,538          |
| K. Gordon Greer                      | 12,169,820       | 449,745   | 794,538          |
| Dr. Donald B. Halverstadt            | 11,878,441       | 741,124   | 794,538          |
| William O. Johnstone                 | 12,167,128       | 452,437   | 794,538          |
| Dave R. Lopez                        | 10,121,361       | 2,498,204 | 794,538          |
| J. Ralph McCalmont                   | 11,962,086       | 657,479   | 794,538          |
| Tom H. McCasland, III                | 12,382,152       | 237,413   | 794,538          |
| Ronald Norick                        | 12,304,299       | 315,266   | 794,538          |
| Paul B. Odom, Jr.                    | 12,305,273       | 314,292   | 794,538          |
| David E. Rainbolt                    | 12,283,841       | 335,724   | 794,538          |
| H.E. Rainbolt                        | 12,169,210       | 450,355   | 794,538          |
| Michael S. Samis                     | 12,003,956       | 615,609   | 794,538          |
| Natalie Shirley                      | 12,375,200       | 244,365   | 794,538          |
| Michael K. Wallace                   | 12,028,037       | 591,528   | 794,538          |
| G. Rainey Williams, Jr.              | 11,803,658       | 815,907   | 794,538          |

Edgar Filing: BANCFIRST CORP /OK/ - Form 8-K

|   |            |                |                  |                         |
|---|------------|----------------|------------------|-------------------------|
| Proposal No. 2- Amend BancFirst Corporation Stock Option Plan                           | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|   | 9,304,620  | 3,188,763      | 126,182          | 794,538                 |
| Proposal No. 3- Amend BancFirst Corporation Non-Employee Directors' Stock Option Plan   | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|   | 10,017,830 | 2,479,123      | 122,612          | 794,538                 |
| Proposal No. 4- Amend BancFirst Corporation Directors' Deferred Stock Compensation Plan | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|   | 12,438,974 | 59,139         | 121,452          | 794,538                 |
| Proposal No. 5- Ratify Independent Registered Public Accounting Firm                    | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|   | 13,294,272 | 6,545          | 113,286          | -                       |
| Proposal No. 6- Advisory Vote to Approve Compensation of Named Executive Officers       | <b>For</b> | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|   | 12,235,825 | 245,528        | 138,212          | 794,538                 |

**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 22, 2014, BancFirst Corporation's Board of Directors declared a \$0.31 per share cash dividend on its common stock. The dividend is payable July 15, 2014, to shareholders of record on June 30, 2014. 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, 2014, to shareholders of record on June 30, 2014.

**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 28, 2014 By: /s/ Randy Foraker  
Randy Foraker  
Executive Vice President  
Interim Chief Financial Officer  
(Principal Financial and Accounting Officer)