

BANCFIRST CORP /OK/  
Form 8-K  
October 29, 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 **October 23, 2014**  
event  
reported)

**BANCFIRST CORPORATION**

(Exact name of registrant as specified  
in its charter)

**OKLAHOMA 73-1221379**

(State

or

other(Commission (I.R.S. Employer  
jurisdiction) Identification No.)

of

incorporation)

**101 North 73102**

**Broadway,  
Oklahoma City,  
Oklahoma**

(Address of

principal (Zip Code)

executive offices)

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

**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:

- 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 240.13a-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On October 23, 2014, the Board of Directors of BancFirst Corporation (the “Company”) approved the adoption of an Amended and Restated BancFirst Corporation Directors’ Stock Option Plan (“the Stock Option Plan”), which reflects certain amendments to the Company’s Third Amended and Restated BancFirst Corporation Directors’ Stock Option. The amendment to the Stock Option Plan was to require that any decrease to the Option Exercise Price of any option exercise agreements, by cancellation and substitution of options or otherwise, must have stockholder approval.

The amended Plan is filed herewith as Exhibit 10.1.

Item 3.03. Material Modification to Rights of Security Holders.

The disclosure in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The disclosure in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits. The following exhibit is being filed herewith:

(10.1)Fourth Amended and Restated BancFirst Corporation Directors’ Stock Option Plan

**SIGNATURES**

Pursuant to the requirements of the Securities and 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 October 28, 2014

/s/ Randy Foraker\_\_\_\_\_

Randy Foraker

Executive Vice President

Interim Chief Financial Officer

(Principal Financial and Accounting Officer)