

Section 1: 8-K (8-K)

**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 23, 2020

Allegiance Bancshares, Inc.

(Exact Name of Registrant as Specified in Charter)

TEXAS

001-37585

26-3564100

(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

8847 West Sam Houston Parkway N., Suite 200, Houston, Texas 77040

(Address of Principal Executive Offices) (Zip Code)

(281) 894-3200

(Registrant's telephone number, including area code)

(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 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	ABTX	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 23, 2020, Allegiance Bancshares, Inc. (the “Company”) held its Annual Meeting of Shareholders to consider and act upon the items listed below:

Proposal 1 – Denise Castillo-Rhodes, Robert Ivany, George Martinez and Janet S. Wong were elected as Class II directors to serve on the Company’s Board of Directors until the Company’s 2023 Annual Meeting of Shareholders and until his or her respective successor or successors are duly elected and qualified, or until his or her earlier resignation or removal. The table below contains a summary of the number of votes for, votes withheld and broker non-votes for each nominated director:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Denise Castillo-Rhodes	10,934,003	161,013	4,191,877
Robert Ivany	8,683,057	2,411,959	4,191,877
George Martinez	8,123,369	2,971,647	4,191,877
Janet S. Wong	10,935,705	159,311	4,191,877

Proposal 2 - The amendment to the Company’s Amended and Restated Certificate of Formation to remove the plurality voting standard for the election of directors did not receive the requisite shareholder vote for approval. The table below contains a summary of the number of votes for, votes against, abstentions and broker non-votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
10,986,955	48,306	59,755	4,191,877

Proposal 3 - The shareholders ratified the appointment of Crowe LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020 by the votes set forth in the table below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
15,275,161	5,206	6,526	0

Item 8.01 Other Events.

On April 24, 2020, the Company issued a press release announcing that the Board of Directors of the Company declared a cash dividend of \$0.10 per share to be paid on June 15, 2020 to all shareholders of record as of May 29, 2020. The press release also announced that the shareholders of the Company, upon recommendation by the Company’s Corporate Governance and Nominating Committee of its Board of Directors, elected Ms. Denise Castillo-Rhodes and Ms. Janet S. Wong as Class II Directors. As of the date of this filing, Ms. Castillo-Rhodes was appointed to the Company’s Audit Committee and Ms. Wong was appointed to the Audit and Corporate Governance and Nominating Committees. The Company entered into a Director and Officer Indemnification Agreement with each of Ms. Castillo-Rhodes and Ms. Wong, the form of which is filed as an exhibit hereto and incorporated herein by reference. Ms. Castillo-Rhodes and Ms. Wong will receive fees consistent with those fees received by the existing non-employee directors for service as directors of the Company.

A copy of the press release is filed as an exhibit hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.* The following are filed as exhibits to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	<u>Form of indemnification agreement (incorporated herein by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 (Registration 333-206536)).</u>
99.1	<u>Press Release issued by Allegiance Bancshares, Inc. on April 24, 2020.</u>

SIGNATURE

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.

Allegiance Bancshares, Inc.

Date: April 24, 2020

By: /s/ Shanna Kuzdzal
Shanna Kuzdzal
EVP, General Counsel and Secretary

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



PRESS RELEASE

Allegiance Bancshares, Inc.

8847 West Sam Houston Parkway N., Suite 200
Houston, Texas 77040

ALLEGIANCE BANCSHARES, INC. ANNOUNCES NEW DIRECTORS AND DECLARATION OF DIVIDEND

HOUSTON, Texas, April 24, 2020 - Allegiance Bancshares, Inc. (NASDAQ: ABTX) (“Allegiance”), the holding company of Allegiance Bank, announced the addition of Ms. Denise Castillo-Rhodes and Ms. Janet S. Wong to Allegiance’s Board of Directors. “I am very pleased that Ms. Castillo-Rhodes and Ms. Wong have agreed to join our Board,” said George Martinez, Chairman of Allegiance.

Ms. Castillo-Rhodes is currently the Executive Vice President and Chief Financial Officer of Texas Medical Center, where she oversees accounting, finance, billing and collections and tax compliance. Ms. Castillo-Rhodes is a certified public accountant and a member of the American Institute of Certified Accountants, the Texas Society of Certified Public Accountants and the Houston Chapter of Certified Public Accountants. Ms. Castillo-Rhodes’ professional experience as a financial executive and other leadership experience qualify her to provide pertinent guidance to Allegiance’s board, as well as the Audit Committee.

Ms. Wong is a licensed Certified Public Accountant and has more than 30 years of public accounting experience. She is a retired partner with KPMG, an international professional services firm, where she has extensive industry experience in technology, manufacturing, financial services and consumer products. Since 2013, Ms. Wong has served as a National Executive Advisor for Ascend, a nonprofit professional organization that enables its members, corporate partners and the community to realize the leadership potential of Asians in global corporations, where she leads the largest network of Asian corporate board directors serving U.S. boards and facilitates leadership programs to Fortune 500 and professional services companies throughout the U.S. In 2015, she was elected to the Board of Directors of Enviva Partners (NYSE: EVA) and also serves as their Audit Committee Chair. Ms. Wong’s audit expertise and her professional and leadership experience qualify her to serve on Allegiance’s board, as well as on the Audit and Corporate Governance and Nominating Committees.

“We welcome Ms. Castillo-Rhodes and Ms. Wong to the Allegiance team and appreciate their willingness to support and serve alongside our dedicated Board,” said Steven F. Retzloff, Chief Executive Officer of Allegiance. “Both Ms. Castillo-Rhodes and Ms. Wong offer years of significant leadership experience and no doubt will be assets to our organization as they each bring unique viewpoints and will contribute to the diversity of our Board.”

Dividend Declaration

On April 23, 2020, the Board of Directors of Allegiance declared a cash dividend of \$0.10 per share to be paid on June 15, 2020 to all shareholders of record as of May 29, 2020.

About Allegiance Bancshares, Inc.

Allegiance is a Houston, Texas-based bank holding company. Through its wholly owned subsidiary, Allegiance Bank, Allegiance provides a diversified range of commercial banking services primarily to small to medium-sized businesses and individual customers in the Houston region. Allegiance’s super-community banking strategy was designed to foster strong customer relationships while benefiting from a platform and scale

that is competitive with larger local and regional banks. Allegiance Bank operated 27 full-service banking locations in the Houston region, which we define as the Houston-The Woodlands-Sugar Land and Beaumont-Port Arthur metropolitan statistical areas, with 26 bank offices and one loan production office in the Houston metropolitan area and one bank office location in Beaumont, just outside of the Houston metropolitan area. Visit www.allegiancebank.com for more information.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995

This release may contain forward-looking statements within the meaning of the securities laws that are based on various facts and derived utilizing important assumptions, present expectations, estimates and projections about Allegiance and its subsidiaries.

Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “continues,” “anticipates,” “intends,” “projects,” “estimates,” “potential,” “plans” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could” are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing words. Forward-looking statements include information concerning Allegiance’s future financial performance, business and growth strategy, projected plans and objectives, as well as projections of macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact economic trends, and any such variations may be material. Such forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, many of which are outside of Allegiance’s control, which may cause actual results to differ materially from those expressed or implied by the forward-looking statements. These risks and uncertainties include but are not limited to whether Allegiance can: continue to develop and maintain new and existing customer and community relationships; successfully implement its growth strategy, including identifying suitable acquisition targets and integrating the businesses of acquired companies and banks; sustain its current internal growth rate; provide quality and competitive products and services that appeal to its customers; continue to have access to debt and equity capital markets; and achieve its performance objectives. These and various other risk factors are discussed in Allegiance’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and in other reports and statements Allegiance has filed with the Securities and Exchange Commission. Copies of such filings are available for download free of charge from the Investor Relations section of Allegiance’s website at www.allegiancebank.com, under Financial Information, SEC Filings. Any forward-looking statement made by Allegiance in this release speaks only as of the date on which it is made. Factors or events that could cause Allegiance’s actual results to differ may emerge from time to time, and it is not possible for Allegiance to predict all of them. Allegiance undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

CONTACT: Allegiance Bancshares, Inc.

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