

---

# FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, DC 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, 2023

---

# Summit State Bank

(Exact Name of Registrant as Specified in Charter)

---

California  
(State of Other Jurisdiction  
Of Incorporation)

32203  
(FDIC  
Certificate Number)

94-2878925  
(I.R.S. Employer  
Identification No.)

500 Bicentennial Way  
Santa Rosa, CA  
(Address of Principal Executive Offices)

95403  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (707) 568-6000

(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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	SSBI	NASDAQ Global Market

**Item 5.07. Submission of Matters to a Vote of Security Holders**

On May 22, 2023, Summit State Bank (the “Bank”) held its annual meeting of shareholders. The shareholders elected management’s 13 nominees as directors to serve until the next annual meeting of shareholders as follows:

Jeffery B. Allen, James E. Brush, Josh C. Cox, Jr., Todd R. Fry, Belinda S. Guadarrama, Richard E. Pope, Nicholas J. Rado, Brian J. Reed, Douglas V. Reynolds, Marshall T. Reynolds, Dawn M. Ross, John W. Wright and Sharon S. Wright. Voting was as follows:

Nominees:	For	Withheld
Jeffery B. Allen	3,593,807	367,131
James E. Brush	3,842,564	118,374
Josh C. Cox, Jr.	3,208,996	751,942
Todd R. Fry	3,278,770	682,218
Belinda S. Guadarrama	3,687,319	273,619
Richard E. Pope	3,543,142	417,796
Nicholas J. Rado	3,594,250	366,688
Brian J. Reed	3,700,041	260,897
Douglas V. Reynolds	3,214,344	746,594
Marshall T. Reynolds	3,239,483	721,455
Dawn M. Ross	3,396,841	564,097
John W. Wright	3,275,861	685,077
Sharon S. Wright	3,276,944	683,994

On the proposal to approve the Summit State Bank 2023 Equity Incentive Plan the voting results were as follows:

For	Against	Abstain
3,617,399	200,638	142,901

On the proposal to approve an advisory (non-binding) resolution concerning the Bank’s executive compensation the voting results were as follows:

For	Against	Abstain
3,451,917	211,035	297,986

On the proposal for the frequency of future voting on the non-binding advisory vote on executive compensation the voting results were as follows:

One Year	Two Years	Three Years	Abstain
2,196,661	12,393	1,731,470	20,414

After considering the voting results on this proposal, the Bank’s Board of Directors determined that an advisory vote to approve the compensation of the named executive officers of the Bank will be conducted every three years, until the next shareholder advisory vote on the frequency of advisory votes concerning executive compensation.

The shareholders approved the selection of Moss Adams LLP, independent certified public accountants, to serve as the Bank’s auditors for the fiscal year ending December 31, 2022. Voting was as follows:

	For	Against	Abstain or Broker Non-votes
Ratify Moss Adams LLP as independent certified public accountants, to serve as auditors for the fiscal year ending December 31, 2023	5,047,175	107,167	3,485

**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.

Dated: May 23, 2023

**SUMMIT STATE BANK**

By:           /s/ Camille Kazarian            
 Camille Kazarian  
*Executive Vice President  
 and Chief Financial Officer  
 (Duly Authorized Officer)*