
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): July 22, 2019

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

Election of Directors.

At the annual meeting of shareholders held on July 22, 2019, Jeffery B. Allen, James E. Brush, Josh C. Cox, Jr., Bridget M. Doherty, Todd R. Fry, Allan J. Hemphill, Richard E. Pope, Nicholas J. Rado, Marshall T. Reynolds and John W. Wright were elected as Directors of Summit State Bank (the “Bank”).

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

On July 22, 2019, the Bank held its annual meeting of shareholders. The shareholders elected management’s 10 nominees as directors to serve until the next annual meeting of shareholders as follows:

Jeffery B. Allen, James E. Brush, Josh C. Cox, Jr., Bridget M. Doherty, Todd R. Fry, Allan J. Hemphill, Richard E. Pope, Nicholas J. Rado, Marshall T. Reynolds and John W. Wright. Voting was as follows:

Nominees:	For	Withheld
Jeffery B. Allen	2,071,893	143,010
James E. Brush	2,075,043	139,860
Josh C. Cox, Jr.	1,983,377	213,526
Bridget M. Doherty	1,992,132	222,771
Todd R. Fry	1,993,226	221,677
Allan J. Hemphill	1,983,461	231,442
Richard E. Pope	2,061,178	146,725
Nicholas J. Rado	2,070,865	144,038
Marshall T. Reynolds	1,983,573	231,330
John W. Wright	1,985,198	229,705

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
1,683,478	521,367	10,058

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
1,033,551	152,824	952,083	76,445

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, 2019. 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, 2019	4,263,064	23,627	11,330

Item 9.01 Financial Statements and Exhibits.

Reference is made to the exhibits listed in the Exhibit Index included with this Form 8-K.

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: July 23, 2019

SUMMIT STATE BANK

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

Exhibit Index

None