

PROSPERITY BANCSHARES INC

Form 8-K/A

August 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**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 19, 2011**

**PROSPERITY BANCSHARES, INC.**

**(Exact name of registrant as specified in its charter)**

**Texas**  
**(State or other jurisdiction**  
**of incorporation)**

**0-25051**  
**(Commission**  
**File Number)**  
**4295 San Felipe**

**74-2331986**  
**(IRS Employer**  
**Identification No.)**

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**Houston, Texas 77027**

**(Address of principal executive offices including zip code)**

**Registrant's telephone number, including area code: (281) 269-7199**

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))

**Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Prosperity Bancshares, Inc. (the Company ) with the Securities and Exchange Commission on April 25, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Company s decision regarding how frequently it will conduct shareholder advisory votes on executive compensation. No other changes have been made to the Original Filing.

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

On April 19, 2011, the Company s shareholders conducted a non-binding advisory vote regarding the frequency of shareholder approval of the compensation of named executive officers. After considering the results of the shareholder advisory vote, the Company s Board of Directors has determined that the Company will hold an annual advisory vote on executive compensation until the next required vote on the frequency of shareholder votes on executive compensation.

**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.

PROSPERITY BANCSHARES, INC.

(Registrant)

Dated: August 19, 2011

By:

/s/ PETER FISHER  
**Peter Fisher**

**General Counsel**