

HAWTHORN BANCSHARES, INC.  
Form 8-K  
June 08, 2012

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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):

June 8, 2012

Hawthorn Bancshares, Inc.

(Exact name of registrant as specified in its charter)

Missouri

0-23636

431626350

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

300 Southwest Longview Blvd., Lee's Summit,  
Missouri

64081

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

573.761.6179

Not Applicable

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))



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

Hawthorn Bancshares, Inc. held its annual meeting of shareholders on Tuesday, June 5, 2012, at which meeting our shareholders voted upon the following matters:

- The election of two Class II directors to hold office for a term expiring at our 2015 annual meeting of shareholders and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal;
- The ratification and approval of the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012; and
- The advisory approval of the compensation of our executives disclosed in the proxy statement prepared with respect to the annual meeting.

Election of Directors

At the annual meeting, Charles G. Dudenhoeffer, Jr. and Gus S. Wetzel, II each was elected as a Class II director. The following is a summary of the votes cast at the annual meeting with respect to the election of directors:

Charles G. Dudenhoeffer, Jr.  
For - 1,735,933  
Withhold - 515,938

Gus S. Wetzel, II  
For - 1,713,582  
Withhold - 538,289

There were 1,123,700 broker non-votes with respect to this matter.

In addition to the two Class II directors elected at the Annual Meeting, the persons continuing their term of office as members of our board of directors are:

Class I Directors (term to expire in 2014)  
Philip D. Freeman  
James E. Smith

Class III Directors (term to expire in 2013)  
Kevin L. Riley  
David T. Turner

Ratification and Approval of Independent Registered Public Accounting Firm

At the annual meeting, the selection of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2012 was ratified and approved. The following is a summary of the votes cast at the annual meeting with respect to this matter:

For - 3,030,177  
Against - 283,455  
Abstain - 61,939

There were no broker non-votes with respect to this matter.

Advisory Approval of the Compensation of our Executives

At the annual meeting, the compensation of our executives disclosed in the proxy statement prepared with respect to the annual meeting was approved. The following is a summary of the votes cast at the annual meeting with respect to this matter:

For - 1,978,688  
Against - 148,907  
Abstain - 124,276

There were 1,123,700 broker non-votes with respect to this matter.



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**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.

Hawthorn Bancshares, Inc.

*June 8, 2012*

*By: David T. Turner*

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*Name: David T. Turner*

*Title: Chairman, CEO & President*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Hawthorn Bancshares Announces Results of 2012 Annual Meeting