

CULLEN/FROST BANKERS, INC.

Form 8-K

July 30, 2018

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): July 25, 2018

Cullen/Frost Bankers, Inc.

(Exact name of registrant as specified in its charter)

Texas 001-13221 74-1751768

(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

100 West Houston Street, San Antonio, Texas 78205

(Address of principal executive offices) (Zip Code)

(210) 220-4011

(Registrant's telephone number, including area code)

N/A

(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))

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

On July 25, 2018, the Board of Directors (the "Board") of Cullen/Frost Bankers, Inc. ("Cullen/Frost") elected Cynthia Comparin to fill a vacant seat, effective July 25, 2018, for a term expiring at Cullen/Frost's Annual Meeting of Shareholders in 2019 or until her earlier resignation or removal. Ms. Comparin has joined the Board's Audit and Technology committees.

Item 7.01 Regulation FD Disclosure

Attached, as Exhibit 99.1 and incorporated into this item by reference, is a press release issued by Cullen/Frost on July 30, 2018. The information furnished by Cullen/Frost pursuant to this item shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

99.1 Press Release dated July 30, 2018

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.

CULLEN/FROST BANKERS, INC.

By: /s/ Michael Benson
Michael Benson
Senior Executive Vice President
and Treasurer

Dated: July 30, 2018