

PROSPERITY BANCSHARES INC  
Form 425  
September 04, 2013

**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): August 29, 2013**

**PROSPERITY BANCSHARES, INC.**

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

**Texas**  
**(State or other jurisdiction**

**of incorporation)**

**1-35388**  
**(Commission**

**File Number)**  
**4295 San Felipe**

**74-2331986**  
**(IRS Employer**

**Identification No.)**

**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))

**Item 7.01 Other Events.**

On August 29, 2013, Prosperity Bancshares, Inc. ( Prosperity ), a Texas corporation and parent company of Prosperity Bank, El Campo, Texas, issued a press release announcing that it had entered into an Agreement and Plan of Reorganization (the Agreement ) with F&M Bancorporation Inc. ( F&M ), a Delaware corporation and bank holding company of The F&M Bank and Trust Company, Tulsa, Oklahoma, pursuant to which F&M will merge with and into Prosperity.

Under the terms of the Agreement, all outstanding stock of F&M will be converted into the right to receive an aggregate of 3,298,246 shares of Prosperity common stock, plus cash in lieu of any fractional share, and an amount of cash equal to \$47,000,000, subject to certain conditions and potential adjustment as described in the Agreement. The transaction is subject to customary closing conditions, including the receipt of regulatory approvals and approval of the shareholders of F&M. The transaction is expected to close during the first quarter of 2014, although delays could occur.

Prosperity posted on the Investor Relations page of its internet website a slide presentation related to its proposed acquisition of F&M. A copy of the slide presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The foregoing description is qualified in its entirety by reference to such exhibit. Prosperity is not undertaking to update this presentation.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events**

The press release announcing the proposed transaction is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* The following are exhibits to this Current Report on Form 8-K:

Exhibit Number	Description of Exhibit
99.1	Prosperity Bancshares, Inc. Presentation dated August 29, 2013.
99.2	Press Release issued by Prosperity Bancshares, Inc. dated August 29, 2013.

**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: September 4, 2013

By: /s/ Charlotte M. Rasche  
Charlotte M. Rasche  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

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