

FIRST CITIZENS BANCSHARES INC /DE/  
Form 8-K  
April 30, 2015

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) April 28, 2015

---

First Citizens BancShares, Inc.  
(Exact name of registrant as specified in its charter)  
Delaware 001-16715 56-1528994  
(State or other jurisdiction (Commission File Number) (IRS Employer Identification No.)  
of incorporation)  
4300 Six Forks Road; Raleigh, North Carolina 27609  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (919) 716-7000

---

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))
-

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

The annual meeting of shareholders of First Citizens BancShares, Inc. ("BancShares") was held on April 28, 2015. At the meeting, BancShares' shareholders voted on:

- the election of 13 directors for terms of one year each;
- a non-binding, advisory "say-on-pay" resolution to approve compensation paid or provided to BancShares' named executive officers as disclosed in the proxy statement for the 2015 Annual Meeting;
- a proposal to ratify the appointment of Dixon Hughes Goodman LLP as BancShares' independent public accountants for 2015; and
- a proposal submitted by a shareholder regarding the voting rights of a class of BancShares' stock.

The following tables reflect the final results of the voting at the annual meeting.

## ELECTION OF DIRECTORS

Name of Nominee	Votes Cast "For"	Votes "Withheld"	Broker Nonvotes
John M. Alexander, Jr.	22,733,719	39,523	2,066,304
Victor E. Bell III	22,277,842	495,400	2,066,304
Peter M. Bristow	22,575,341	197,901	2,066,304
Hope H. Bryant	22,575,352	197,890	2,066,304
H. Lee Durham, Jr.	22,711,249	61,993	2,066,304
Daniel L. Heavner	22,717,585	55,657	2,066,304
Frank B. Holding, Jr.	22,612,807	160,435	2,066,304
Robert R. Hoppe	22,731,305	41,937	2,066,304
Lucius S. Jones	22,454,025	319,217	2,066,304
Floyd L. Keels	22,694,785	78,457	2,066,304
Robert E. Mason IV	22,695,596	77,646	2,066,304
Robert T. Newcomb	22,716,379	56,863	2,066,304
James M. Parker	22,569,757	203,485	2,066,304

## "SAY-ON-PAY" RESOLUTION

Description of Matter Voted On	Votes Cast "For"	Votes Cast "Against"	Abstained	Broker Nonvotes
Proposal to approve a non-binding, advisory resolution to approve compensation paid or provided to named executive officers as disclosed in the 2015 Annual Meeting proxy statement	22,446,730	248,209	78,303	2,066,304

## APPOINTMENT OF INDEPENDENT ACCOUNTANTS

Description of Matter Voted On	Votes Cast "For"	Votes Cast "Against"	Abstained	Broker Nonvotes
Proposal to ratify the appointment of independent accountants	24,794,311	34,119	11,116	-0-

## SHAREHOLDER PROPOSAL ON VOTING RIGHTS OF A CLASS OF STOCK

Description of Matter Voted On	Votes Cast "For"	Votes Cast "Against"	Abstained	Broker Nonvotes
Shareholder proposal regarding the voting rights of a class of stock	4,585,555	18,070,232	117,455	2,066,304



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

First Citizens BancShares, Inc.  
(Registrant)

Date: April 30, 2015

By: /s/ Craig L. Nix  
Craig L. Nix  
Chief Financial Officer