

CAPITAL CITY BANK GROUP INC

Form 8-K

April 29, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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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 23, 2013

**CAPITAL CITY BANK GROUP, INC.**

(Exact name of registrant as specified in its charter)

Florida 0-13358 59-2273542  
(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)  
217 North Monroe Street, Tallahassee, Florida 32301  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (850) 671-0300

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(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 (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))

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

Proxies for the Annual Meeting held on April 23, 2013 were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, and there was no solicitation in opposition to management's solicitations. The following summarizes all matters voted on at the Annual Meeting.

The following directors were elected for a term to expire at the 2016 annual meeting and until their successors are elected and qualified. Messrs. Cox and Smith were incumbent directors and Mr. Bense was nominated by the board of directors to stand for election to fill a vacancy on the board. Each nominee was elected by the shareowners. The number of votes cast were as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Allan G. Bense	13,658,691	39,173	1,419,277
Cader B. Cox, III	13,295,006	402,858	1,419,277
William G. Smith, Jr.	13,650,408	47,456	1,419,277

Shareowners ratified the action of the Audit Committee in selecting and appointing Ernst & Young, LLP as the Company's independent auditors for the fiscal year ending December 31, 2013. The number of votes cast were as follows:

<b>For</b>	<b>Against</b>	<b>Abstention</b>
15,104,207	12,531	403

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.

**CAPITAL CITY BANK  
GROUP, INC.**

Date: April 29, 2013 By: /s/ J. Kimbrough Davis  
J. Kimbrough Davis,  
Executive Vice President  
and Chief Financial Officer