

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): **May 12, 2020**



**LIVE OAK BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

**North Carolina**

**001-37497**

**26-4596286**

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1741 Tiburon Drive, Wilmington, NC**

**28403**

(Address of principal executive offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(910) 790-5867**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Voting Common Stock, no par value per share</b>	<b>LOB</b>	<b>The NASDAQ Stock Market LLC</b>

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

(a) The 2020 Annual Meeting of Shareholders (the "Annual Meeting") of Live Oak Bancshares, Inc. (the "Company") was held on May 12, 2020. On March 13, 2020, the record date for the Annual Meeting, 37,631,203 shares of the Company's voting common stock were issued and outstanding, of which 34,193,723 were present for purposes of establishing a quorum.

(b) Shareholders voted on the following matters at the Annual Meeting:

- (1) Shareholders elected William H. Cameron, Diane B. Glossman, Glen F. Hoffsis, Howard K. Landis III, James S. Mahan III, Milton E. Petty, David G. Salyers, Neil L. Underwood and William L. Williams III to the Board of Directors for terms of one year;
- (2) Shareholders voted on a non-binding, advisory proposal to approve compensation paid to the Company's named executive officers;
- (3) Shareholders ratified Dixon Hughes Goodman LLP as the Company's independent auditors for 2020.

Set forth below are the number of votes cast for or against each such matter as well as the number of abstentions and broker non-votes with respect to each such matter.

Item	For	Against	Withheld/ Abstain	Broker Non-Votes
Election of Directors				
William H. Cameron	25,304,507	—	1,648,893	7,240,323
Diane B. Glossman	26,828,336	—	125,064	7,240,323
Glen F. Hoffsis	25,278,857	—	1,674,543	7,240,323
Howard K. Landis III	24,962,315	—	1,991,085	7,240,323
James S. Mahan III	26,768,312	—	185,088	7,240,323
Milton E. Petty	26,805,636	—	147,764	7,240,323
David G. Salyers	26,837,971	—	115,429	7,240,323
Neil L. Underwood	26,811,276	—	142,124	7,240,323
William L. Williams III	26,755,490	—	197,910	7,240,323
Advisory proposal to approve compensation paid to the Company's named executive officers	25,567,390	1,335,683	50,327	7,240,323
Ratification of the Selection of Dixon Hughes Goodman LLP as Independent Auditors of the Company for 2020	34,024,970	146,102	22,651	—

(c) Not applicable.

(d) Not applicable.

**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 thereunto duly authorized.

**LIVE OAK BANCSHARES, INC.**

Date: May 13, 2020

By: /s/ S. Brett Caines  
S. Brett Caines  
Chief Financial Officer