

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 17, 2022**



**LIVE OAK BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

**North Carolina**

(State or other jurisdiction of incorporation)

**001-37497**

(Commission File Number)

**26-4596286**

(IRS Employer Identification No.)

**1741 Tiburon Drive, Wilmington, NC**

(Address of principal executive offices)

**28403**

(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 2022 Annual Meeting of Shareholders (the "Annual Meeting") of Live Oak Bancshares, Inc. (the "Company") was held on May 17, 2022. On March 11, 2022, the record date for the Annual Meeting, 43,768,075 shares of the Company's voting common stock were issued and outstanding, of which 39,307,028 were present for purposes of establishing a quorum.

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

- (1) Shareholders elected Tonya W. Bradford, William H. Cameron, Diane B. Glossman, Glen F. Hoffsis, David G. Lucht, James S. Mahan III, Milton E. Petty, Neil L. Underwood and William L. Williams III to the Board of Directors for terms of one year;
- (2) Shareholders approved 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 2022.

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.

<b>Item</b>	<b>For</b>	<b>Against</b>	<b>Withheld/ Abstain</b>	<b>Broker Non-Votes</b>
Election of Directors				
Tonya W. Bradford	25,355,333	—	9,675,756	4,275,939
William H. Cameron	23,782,523	—	11,248,566	4,275,939
Diane B. Glossman	24,948,972	—	10,082,117	4,275,939
Glen F. Hoffsis	32,792,253	—	2,238,836	4,275,939
David G. Lucht	31,526,761	—	3,504,328	4,275,939
James S. Mahan III	34,338,735	—	692,354	4,275,939
Milton E. Petty	22,588,676	—	12,442,413	4,275,939
Neil L. Underwood	21,424,436	—	13,606,653	4,275,939
William L. Williams III	32,003,430	—	3,027,659	4,275,939
Advisory proposal to approve compensation paid to the Company's named executive officers	23,024,366	11,939,112	67,611	4,275,939
Ratification of the Selection of Dixon Hughes Goodman LLP as Independent Auditors of the Company for 2022	39,250,260	25,851	30,917	—

(c) Not applicable.

(d) Not applicable.

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**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 20, 2022

By: /s/ William C. Losch, III  
William C. Losch, III  
Chief Financial Officer