

GREEN BANKSHARES, INC.  
Form 8-K  
August 28, 2012

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 23, 2012

GREEN BANKSHARES, INC.  
(Exact name of registrant as specified in its charter)

Tennessee  
(State or other jurisdiction of  
incorporation or organization)

0-14289  
(Commission  
File Number)

62-1222567  
(IRS Employer  
Identification No.)

100 North Main Street  
Greeneville, Tennessee 37743-4992  
(Address of principal executive offices) (Zip Code)

(423) 639-5111  
(Registrant's telephone number, including area code)

N/A  
(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Green Bankshares, Inc. (the "Company") held its Annual Meeting of Shareholders on August 23, 2012. The shareholders considered four proposals, each of which is described in more detail in the Company's definitive proxy statement dated August 2, 2012.

Proposal 1: Election of seven nominees to serve as directors each for a term continuing until the Annual Meeting of Shareholders in 2013 or until his or her successor is duly elected and qualified. The votes were cast as follows:

| Name                    | Votes For   | Withheld  | Broker Non-Votes |
|-------------------------|-------------|-----------|------------------|
| Martha M. Bachman       | 124,624,546 | 102,775   | 4,781,886        |
| Peter N. Foss           | 124,600,661 | 126,660   | 4,781,886        |
| William A. Hodges       | 124,599,479 | 127,842   | 4,781,886        |
| Samuel E. Lynch         | 124,603,393 | 123,928   | 4,781,886        |
| Christopher G. Marshall | 123,263,899 | 1,463,422 | 4,781,886        |
| R. Bruce Singletary     | 123,400,307 | 1,327,014 | 4,781,886        |
| R. Eugene Taylor        | 123,397,580 | 1,329,741 | 4,781,886        |

All director nominees were duly elected.

Proposal 2: Ratification of the action of the Audit Committee of the Board of Directors in appointing PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes were cast as follows:

| Votes For   | Votes Against | Abstained | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 129,428,657 | 59,561        | 20,989    | 0                |

Proposal 2 was approved.

Proposal 3: Approval of a nonbinding advisory proposal regarding Green Bankshares, Inc.'s executive compensation matters. The votes were cast as follows:

| Votes For   | Votes Against | Abstained | Broker Non-Votes |
|-------------|---------------|-----------|------------------|
| 124,610,746 | 86,329        | 30,246    | 4,781,886        |

Proposal 3 was approved.

Proposal 4: Approval of a nonbinding advisory proposal regarding the frequency of future advisory proposals on Green Bankshares, Inc.'s executive compensation matters. The votes were cast as follows:

| 1 Year    | 2 Years | 3 Years     | Abstained | Broker Non-Votes |
|-----------|---------|-------------|-----------|------------------|
| 1,603,917 | 204,543 | 122,850,610 | 68,251    | 0                |

Shareholders approved having an advisory proposal on executive compensation matters every three years.

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.

Date: August 28, 2012

GREEN BANKSHARES, INC.

By: /s/ Christopher G. Marshall  
Christopher G. Marshall  
Chief Financial Officer

