

WILSON BANK HOLDING CO
Form DEF 14A
March 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:
 Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under § 240.14a-12

WILSON BANK HOLDING COMPANY
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):
 No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transactions applies:
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
(4) Proposed maximum aggregate value of transaction:
(5) Total Fee Paid:
 Fee paid previously with preliminary materials.
Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
(1) Amount Previously Paid:
(2) Form, Schedule or Registration Statement No.:
(3) Filing Party:
(4) Date Filed:

March 10, 2017

To Our Shareholders:

Record-setting profits helped make 2016 a successful, memorable year for Wilson Bank Holding Company, as you'll find documented in the attached report.

Net earnings for 2016 were \$25.63 million, up \$1.770 million from 2015. Earnings per share in 2016 increased to \$2.49 from \$2.35 in 2015. Your stock's book value increased \$1.81 per share for the year, and based on recently-reported trades the current market value is \$41.75, up \$4.13 from the split-adjusted value on December 31, 2015. Our return on assets and return on equity for 2016 were 1.21 percent and 10.80 percent, respectively. Shareholder equity reached a record \$245 million, allowing for larger loans and a strong growth plan.

Also attesting to Wilson Bank & Trust's continued development over the past year were recognition from some respected sources, and the implementation and initiation of some major improvement projects. Most recently, our focus on investing in our bank's future has been evident in the construction of a 67,000-square-foot Operations Center near the Main Office in Lebanon, and with the introduction of a tech-based branch concept at our new Highway 96 office in Murfreesboro.

If you have access to our shareholder portal, please note that you can vote your proxy via the portal rather than returning by mail. If you need assistance with the portal, please contact Kayla Hawkins (615) 443-5901 or April McCullough at (615) 547-5390.

We encourage you to vote by proxy, and we hope to see you at our Shareholder Meeting on Tuesday, April 11, 2017, at 7 p.m. Thank you for your continued investment in Wilson Bank Holding Company during an exciting time in our history.

Sincerely,

WILSON BANK HOLDING COMPANY

Randall Clemons
President/CEO

Jimmy Comer
Chairman

WILSON BANK HOLDING COMPANY
LEBANON, TENNESSEE
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders of Wilson Bank Holding Company:

The Annual Meeting of Shareholders (the "Annual Meeting") of Wilson Bank Holding Company (the "Company") will be held on Tuesday, April 11, 2017 at 7:00 p.m. (CDT) at the main office of the Company, located at 623 West Main Street, Lebanon, Tennessee 37087, for the following purposes:

- (1) To elect three (3) Class I directors to hold office for a term of three (3) years and one (1) Class III director to hold office for a term of two (2) years and in each case until their successors are duly elected and qualified;
- (2) To ratify the appointment of Maggart & Associates, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
- (3) To hold an advisory vote on the Company's executive compensation programs and practices;
- (4) To hold an advisory vote on how frequently (annually, every other year or every three years) the Company will hold future advisory votes on the Company's executive compensation programs and practices; and
- (5) To transact such other business as may properly come before the Annual Meeting or any adjournment(s) thereof.

Only shareholders of record at the close of business on February 6, 2017 are entitled to notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

Your attention is directed to the Proxy Statement accompanying this Notice for a more complete statement regarding the matters proposed to be acted upon at the Annual Meeting.

By Order of the Board of Directors,

J. Anthony Patton, Secretary

March 10, 2017

YOUR REPRESENTATION AT THE ANNUAL MEETING IS IMPORTANT. TO ENSURE YOUR REPRESENTATION, WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY. SHOULD YOU SUBSEQUENTLY DESIRE TO REVOKE YOUR PROXY, YOU MAY DO SO AS PROVIDED IN THE ACCOMPANYING PROXY STATEMENT AT ANY TIME BEFORE IT IS VOTED.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholder Meeting to be Held on April 11, 2017

Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to these proxy statement materials (which includes this proxy statement, a proxy card and our 2016 Annual Report) both by sending you this full set of proxy statement materials, including a proxy card, and by notifying you of the availability of such materials on the Internet.

This proxy statement, the Company's 2016 Annual Report and a proxy card are available at: www.wilsonbank.com.

The Annual Meeting of Shareholders will be held April 11, 2017 at 7:00 p.m. (CDT) at the Company's main office, 623 West Main Street, Lebanon, Tennessee 37087. In order to obtain directions to attend the Annual Meeting of Shareholders, please call 615-444-2265. The proposals to be voted upon at the Annual Meeting of Shareholders (each, a "Proposal"), all of which are more completely set forth in this proxy statement, are as follows:

- (1) To elect three (3) Class I directors to hold office for a term of three (3) years and one (1) Class III director to hold office for a term of two (2) years and in each case until their successors are duly elected and qualified;
- (2) To ratify the appointment of Maggart & Associates, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
- (3) To hold an advisory vote on the Company's executive compensation programs and practices;
- (4) To hold an advisory vote on how frequently (annually, every other year or every three years) the Company will hold future advisory votes on the Company's executive compensation programs and practices; and
- (5) To transact such other business as may properly come before the Annual Meeting or any adjournment(s) thereof.

Our Board of Directors recommends that you vote FOR the approval of Proposal #1, Proposal #2, and Proposal #3 and for the frequency of every three years for Proposal #4.

WILSON BANK HOLDING COMPANY LEBANON, TENNESSEE
PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Wilson Bank Holding Company (the “Company”) of proxies for the Annual Meeting of Shareholders of the Company (the “Annual Meeting”) to be held on Tuesday, April 11, 2017, at the Company’s main office, 623 West Main Street, Lebanon, Tennessee 37087, at 7:00 p.m. (CDT). This proxy material was first mailed to shareholders on or about March 10, 2017.

All valid proxies which are received will be voted in accordance with the recommendations of the Board of Directors unless otherwise specified thereon and will be voted “For” election of the director nominees set out below, “For” the ratification of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017, “For” the advisory vote on the Company’s executive compensation programs and practices and for the frequency of every three years for the advisory vote on how frequently the Company will hold future advisory votes on the Company’s executive compensation programs and practices. A proxy may be revoked by a shareholder at any time prior to its use by filing with the Secretary of the Company a written revocation or a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person.

Only holders of record of the Company’s common stock (the “Common Stock”) at the close of business on February 6, 2017 (the “Record Date”) are entitled to notice of and to vote at the Annual Meeting. As of the Record Date, the Company had 10,380,139 shares of Common Stock issued and outstanding, the holders of which are entitled to one (1) vote for each share held on each of the matters to be voted upon at the Annual Meeting. The representation in person or by proxy of at least a majority of the outstanding shares entitled to vote is necessary to provide a quorum at the meeting. The director nominees shall be elected by a plurality of the votes cast in the election by the holders of Common Stock represented and entitled to vote at the Annual Meeting. The approval of the ratification of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017, the advisory vote on the Company’s executive compensation programs and practices, and any other matters submitted to the shareholders but not proposed in this Proxy Statement will be approved if the number of shares of Common Stock voted in favor of the Proposal exceeds the number of shares of Common Stock voted against it. For the proposal regarding the frequency of future advisory votes on executive compensation, the alternative receiving the greatest number of votes - every year, every other year, every three years - will be the frequency that shareholders approve. The Board of Directors of the Company does not know of any other matters which will be presented for action at the Annual Meeting other than those proposed in this Proxy Statement, but the persons named in the proxy (who are officers or directors of the Company) intend to vote or act with respect to any other proposal which may be presented for action according to their best judgment. Abstentions and “non-votes” are accounted as “present” in determining whether a quorum is present. A “non-vote” occurs when a nominee holding shares for a beneficial owner votes on one (1) proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Pursuant to the rules of the New York Stock Exchange (the “NYSE”), if you hold your shares in “street name” through a broker or other nominee and your broker does not receive instructions from you, your broker will not be able to vote your shares in the election of directors, resulting in a broker non-vote. So long as a quorum is present, a “non-vote” or abstention will have no effect on the approval of the nominees to the Company’s board of directors, the approval of the ratification of Maggart & Associates, P.C. as the Company’s independent registered public accounting firm, the advisory vote on the Company’s executive compensation programs and practices, the advisory vote on how frequently the Company will hold future advisory votes on the Company’s executive compensation programs and practices, or on approval of any other proposal that properly comes before the Annual Meeting.

The cost of solicitation of proxies will be borne by the Company, including expenses in connection with preparing, assembling, and mailing this Proxy Statement. Such solicitation will be made by mail, and may also be made by the

Company's directors, officers or employees personally or by telephone or other form of electronic communication. The Company may reimburse brokers, custodians and nominees for their expenses in sending proxies and proxy materials to beneficial owners.

Wilson Bank and Trust (the "Bank") is located in Lebanon, Tennessee and is a wholly-owned subsidiary of the Company. The Bank is the only subsidiary of the Company.

STOCK OWNERSHIP

There are no persons who are the beneficial owners of more than 5% of the Company's Common Stock, its only class of voting securities.

The following table sets forth information regarding the beneficial ownership of the Company's Common Stock as of February 6, 2017 (unless otherwise noted), for:

• each of our directors and nominees;

• each of our executive officers named in the Summary Compensation Table (the "Named Executive Officers"); and

• all of our directors and executive officers as a group.

The percentages of shares outstanding provided in the table are based on 10,380,139 voting shares outstanding as of February 6, 2017. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission (the "SEC") and generally includes voting or investment power with respect to securities. Unless otherwise indicated, each person or entity named in the table below has sole voting and investment power, or shares voting and investment power with his or her spouse, children or other dependents, with respect to all shares of stock listed as owned by that person. The number of shares shown does not include the interest of certain persons in shares held by family members in their own right. Shares issuable upon exercise of options that are exercisable within sixty (60) days of February 6, 2017 are considered outstanding for the purpose of calculating the percentage of outstanding shares of Company Common Stock held by the individual, but not for the purpose of calculating the percentage of outstanding shares held by any other individual.

Name and Address of Beneficial Owner ⁽¹⁾	Amount and	
	Nature of Beneficial Ownership ⁽²⁾	Percent of Class (%)
Directors:		
Charles Bell	161,824 ⁽³⁾	1.56 %
Jack W. Bell	95,478 ⁽⁴⁾	0.92 %
J. Randall Clemons ⁽⁵⁾	161,179 ⁽⁶⁾	1.55 %
James F. Comer	24,788 ⁽⁷⁾	.24 %
Robert H. Goodall, Jr.	9,777	.10 %
Jerry L. Franklin	93,597	.90 %
John B. Freeman	38,779	.37 %
William P. Jordan	23,568 ⁽⁸⁾	.23 %
James Anthony Patton	30,293	.29 %
H. Elmer Richerson ⁽⁵⁾	77,951 ⁽⁹⁾	.75 %
Named Executive Officers:		
Gary Whitaker	30,477 ⁽¹⁰⁾	.29 %
John C. McDearman III	6,727 ⁽¹¹⁾	.07 %
Lisa Pominski	15,283 ⁽¹²⁾	.15 %
Executive Officers and Directors as a group (14 persons)	762,320 ⁽¹³⁾	7.35 %

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- (1) The address for each of the directors and executive officers set forth in the table above is 623 West Main Street, Lebanon, Tennessee 37087.
- (2) Each person has sole voting and investment power with respect to the shares listed unless otherwise indicated.
- (3) Includes 72,124 held by Mr. C. Bell's wife.
- (4) Includes 14,579 shares held by or on behalf of Mr. J. Bell's children and 54,715 shares that are pledged.
- (5) Messrs. Clemons and Richerson are also Named Executive Officers.

- (6) Includes 9,065 shares held by Mr. Clemons' wife, 57,208 shares held by the Clemons Family Limited Partnership and 800 shares issuable upon exercise of options granted under the Company's 2009 Stock Option Plan.
- (7) Includes 4,282 shares held by or on behalf of Mr. Comer's children and/or other dependents and 9,448 shares that are pledged.
- (8) Includes 11,115 shares held by the Jordan Family Trust and 110 shares held by the Jordan Irrevocable Trust.
- (9) Includes 1,133 shares held by Mr. Richerson's wife, 6,010 shares that are pledged, and 267 shares issuable upon exercise of options granted under the Company's 2009 Stock Option Plan.
- (10) Includes 133 shares issuable upon exercise of options granted under the Company's 2009 Stock Option Plan and 2,191 shares that are pledged.
- (11) Includes 667 shares issuable upon exercise of options granted under the Company's 2009 Stock Option Plan and 4,164 shares that are pledged.
- (12) Includes 2,649 shares held by Ms. Pominski's husband, 133 shares that are issuable upon exercise of options granted under 2009 Stock Option Plan, and 1,541 shares that are pledged.
- (13) Includes 2,967 shares that are issuable upon exercise of options granted under the Company's 2009 Stock Option Plan.

PROPOSAL 1 — ELECTION OF DIRECTORS

The Board of Directors of the Company currently consists of nine (9) members. The Company's bylaws provide for a minimum of five (5) and maximum of fifteen (15) directors, the exact number to be set by the Company's Board of Directors. The Company's charter provides that the Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. On January 30, 2017, the Board of Directors increased the size of the board and recommended and approved the nomination of Robert H. Goodall, Jr. as a Class III director. The terms of three (3) Class I directors expire at the Annual Meeting. These directors are J. Randall Clemons, William P. Jordan, and James Anthony Patton. The nomination of each of J. Randall Clemons, William P. Jordan, and James Anthony Patton has been approved by the Company's Board of Directors.

Unless contrary instructions are received, the enclosed proxy will be voted in favor of the election as directors of the nominees listed below. Each nominee has consented to be a candidate and to serve, if elected. Other than Mr. Goodall, all the nominees currently are serving as directors of the Company. While the Company's Board of Directors has no reason to believe that any nominee will be unable to accept nomination or election as a director, if such event should occur, proxies will be voted with discretionary authority for a substitute or substitutes who will be designated by the Company's current Board of Directors.

Information Concerning Nominees

The following table contains certain information concerning the nominees and continuing directors, which information has been furnished to the Company by the individuals named below:

Class I Directors (Nominees for Election to the Board: Term to Expire at the 2020 Annual Meeting of Shareholders)

Name ⁽¹⁾	Age	Director Since	Current Position; Prior Business Experience
J. Randall Clemons	64	1987	Director; President and Chief Executive Officer of the Company (since 1992); Director and Chief Executive Officer of the Bank (since 1987); Chairman of the Bank's Board of Directors (since 2002)
William P. Jordan ⁽⁵⁾	52	2014	Director: Real Estate Investor and farming operation partner
James Anthony Patton	56	1987	Director; Salesman - Mid Tenn Technologies (since 2003); Salesman and Director of Business Development - Remar Inc. (since 2011)

Class III Directors (Nominee for Election to the Board; Term to Expire at the 2019 Annual Meeting of Shareholders)

Name ⁽¹⁾	Age	Director Since	Current Position; Prior Business Experience
Robert H. Goodall, Jr.	56	2017	Proposed Director; Homebuilder - Goodall Homes (since 2016) owner and president, Goodall Homes (1990 - 2016)

Class II Director (Continuing Directors until 2018 Annual Meeting of Shareholders)

Name ⁽¹⁾	Age	Director Since	Current Position; Prior Business Experience
Charles Bell ⁽²⁾⁽⁴⁾	78	1993	Director; Owner - Horn Springs Angus Farm, Consultant (since 1995) and President (until 1995) - Lebanon Aluminum Products, Inc.
Jack W. Bell ⁽³⁾⁽⁴⁾	58	1987	Director; Owner - Jack W. Bell Builders, Inc. (since 1994); Vice President of Operations - Lebanon Aluminum Products, Inc. (until 1995)
H. Elmer Richerson	64	1998	Director; Executive Vice President of the Company (since 1992); President of the Bank (since 2002); Executive Vice President of the Bank (1994-2002); Vice President of the Bank (1989-1994)

Class III Directors (Continuing Directors until 2019 Annual Meeting of Shareholders)

Name ⁽¹⁾	Age
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