

PROSPERITY BANCSHARES INC

Form 8-K

January 31, 2013

**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): January 31, 2013**

**PROSPERITY BANCSHARES, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction

of incorporation)

**001-35388**  
(Commission

File Number)

**74-2331986**  
(IRS Employer

Identification No.)

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4295 San Felipe

Houston, Texas 77027

(Address of principal executive offices including zip code)

Registrant's telephone number, including area code: (713) 693-9300

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))

**EXPLANATORY NOTE**

On July 1, 2012, Prosperity Bancshares, Inc. ( Prosperity ), the parent company of Prosperity Bank, El Campo, Texas, acquired American State Financial Corporation ( American State ), a Texas corporation, and parent company of American State Bank, Lubbock, Texas, pursuant to the terms of an Agreement and Plan of Reorganization dated February 26, 2012.

Prosperity is filing this Current Report on Form 8-K to provide a means for incorporation by reference of the contents of Item 9.01 in future filings with the Securities and Exchange Commission.

**Item 9.01**

(a) *Financial Statements of Businesses Acquired.*

The following unaudited consolidated financial statements of American State are attached hereto as Exhibit 99.1 and incorporated by reference herein:

Consolidated Balance Sheet as of June 30, 2012.

Consolidated Statements of Income for the six months ended June 30, 2012 and 2011.

Consolidated Statements of Stockholders' Equity for the six months ended June 30, 2012 and 2011.

Consolidated Statements of Cash Flows for the six months ended June 30, 2012 and 2011.

Notes to Consolidated Financial Statements.

(b) *Pro Forma Financial Information.*

The following unaudited pro forma consolidated combined financial information of Prosperity is attached hereto as Exhibit 99.2 and incorporated by reference herein:

Unaudited Pro Forma Consolidated Combined Statement of Income for the nine months ended September 30, 2012.

Notes to Unaudited Pro Forma Consolidated Combined Financial Data.

(d) *Exhibits.* The following are filed as exhibits to this Current Report on Form 8-K:

Exhibit No.	Description of Exhibit
99.1	Unaudited Consolidated Financial Statements of American State
99.2	Unaudited Pro Forma Consolidated Combined Financial Information of Prosperity

**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.

PROSPERITY BANCSHARES, INC.  
(Registrant)

Dated: January 31, 2013

By: /s/ Charlotte M. Rasche  
Charlotte M. Rasche  
Executive Vice President and General Counsel

**EXHIBIT INDEX**

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