

PROSPERITY BANCSHARES INC
Form 8-K
December 23, 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): December 23, 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)
4295 San Felipe

74-2331986
(IRS Employer
Identification No.)

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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 Financial Statements and Exhibits.

(b) *Pro Forma Financial Information.*

The following unaudited pro forma consolidated combined financial information of Prosperity is attached hereto as Exhibit 99.1 and incorporated by reference herein:

Unaudited Pro Forma Consolidated Combined Statement of Income for the year ended December 31, 2012.

Notes to Unaudited Pro Forma Consolidated Combined Financial Information.

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

Exhibit Number	Description of Exhibit
99.1	Unaudited Pro Forma Consolidated Combined Financial Information

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: December 23, 2013

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

EXHIBIT INDEX

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