
Section 1: 8-K (8-K)

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) July 10, 2018

PRIME MERIDIAN HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

333-191801
(Commission
file number)

27-2980805
(IRS employer
identification no.)

1897 Capital Circle NE, Second Floor, Tallahassee, FL
(Address of principal executive offices)

32308
(Zip Code)

Registrant's telephone number, including area code: (850) 907-2301

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 (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))

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 1933 (§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 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On July 10, 2018, Prime Meridian Holding Company (the "Company") delivered to its executive officers and directors (collectively, the "Covered Persons") a notice contemplated by Rule 104(b)(2)(i) of Regulation BTR, pursuant to which the Company has imposed a "blackout" period as contemplated by Section 306(a) of the Sarbanes-Oxley Act of 2002 ("SOX") and Securities and Exchange Commission regulations. A blackout period under the Prime Meridian Bank 401(k) Profit Sharing Plan (the "Plan") is being imposed in connection with the change of the Plan's record-keeper from American Funds to Transamerica Retirement Solutions LLC ("Transamerica"). During the blackout period, Plan participants will be unable to direct or diversify investments in individual accounts, obtain loans, or obtain distributions from the Plan, including with respect to Company common stock.

Because a blackout period has been imposed under the Plan, beginning on July 26, 2018, at 4:00 p.m., Eastern Time, and ending during the week of August 31, 2018, the Company is also imposing a SOX blackout period for Covered Persons. This blackout period will also begin on July 26, 2018 at 4:00 p.m., Eastern Time, and end during the week of August 31, 2018. The Company will advise the Covered Persons when the SOX blackout period ends. Additionally, the Covered Persons may contact Transamerica at (800) 401-8726 (toll-free) to determine whether the blackout period is in effect. A copy of the Company's notice to the Covered Persons is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

While the blackout period is in effect, the Covered Persons may not, directly or indirectly, engage in any purchase, sale, transfer, acquisition, or disposition of any equity securities of the Company acquired in connection with service or employment as a director or executive officer. There are limited exclusions and exemptions from this rule. Further, the above prohibition is in addition to any other restrictions on trading activity that the Company imposes on its executive officers and directors, including under the Company's insider trading policy.

Item 9.01 Exhibits

Exhibit 99.1 [Notice of Blackout Period and Regulation BTR Trading Restrictions](#)

SIGNATURE

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.

PRIME MERIDIAN HOLDING COMPANY

By: /s/ R. Randy Guemple
R. Randy Guemple
Chief Financial Officer and
Executive Vice President

Date: July 10, 2018

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)**Exhibit 99.1**

TO: Directors and Executive Officers of Prime Meridian Holding Company

DATE July 10, 2018

RE: Important Notice of Blackout Period and Regulation BTR Trading Restrictions

Federal securities laws require us to send you a notice whenever restrictions are imposed on your ability to trade in common stock of Prime Meridian Holding Company (the "Company") due to a blackout period under a retirement plan sponsored by the Company. A blackout period under the Prime Meridian Bank 401(k) Profit Sharing Plan (the "Plan") is expected to begin at 4:00 p.m. Central Time on July 26, 2018 and is expected to end during the week of August 31, 2018 (the "Blackout Period"). The Blackout Period is necessary to facilitate the transfer of the Plan record-keeping function from American Funds to Transamerica Retirement Solutions LLC ("Transamerica"). During the blackout period, Plan participants will be unable to direct or diversify investments in individual accounts, obtain loans, or obtain distributions from the Plan, including with respect to Company common stock.

As contemplated by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of Securities and Exchange Commission Regulation BTR, as a director or executive officer of the Company, you are prohibited during the Blackout Period from directly or indirectly purchasing, selling or otherwise acquiring or transferring any equity security of the Company acquired in connection with your service as a director or employment as an executive officer, even if you are not a Plan participant. Securities purchased while serving as a director or executive of the Company are considered to be connected with your service with the Company. Transactions covered by this trading prohibition are not limited to those

involving your direct ownership, but include any transaction in which you may have a pecuniary interest (e.g., transactions by members of your immediate family who share your household, as well as by certain entities in which you have financial involvement).

Certain transactions are exempt from these trading prohibitions (such as sales of stock not acquired in connection with service or employment as a director or officer). However, those exemptions are limited.

If you hold both covered and non-covered securities, any sale or other transfer of securities by you during the Blackout Period will be treated as a transaction involving covered securities, unless you can identify the source of the transferred securities and demonstrate that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

If you have questions regarding the Blackout Period, you may contact Jill Macmillan at JMacmillan@PrimeMeridianBank.com or (850) 907-2340. Additionally, you may contact Transamerica at (800) 401-8726 (toll-free) to determine whether the Blackout Period is in effect.

[\(Back To Top\)](#)