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## Section 1: 8-K (FORM 8-K)

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

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### 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 14, 2018

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# PRIME MERIDIAN HOLDING COMPANY

(Exact name of registrant as specified in its charter)

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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)

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.  Emerging growth company



**Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On August 14, 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)(iii) of Regulation BTR, pursuant to which the Company had imposed a "blackout" period as contemplated by Section 306(a) of the Sarbanes-Oxley Act of 2002 ("SOX") and Securities and Exchange Commission regulations. The blackout period under the Prime Meridian Bank 401(k) Profit Sharing Plan (the "Plan") was imposed in connection with the change of the Plan's record-keeper from American Funds to Transamerica Retirement Solutions LLC. During the blackout period, Plan participants were unable to direct or diversify investments in individual accounts, obtain loans, or obtain distributions from the Plan, including with respect to Company common stock.

The blackout period will end at 4:00 p.m. on August 14, 2018. The Company has so advised the Covered Persons. 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.

**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  
Chief Financial Officer and Executive Vice  
President

Date: August 14, 2018  
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**Section 2: EX-99.1 (EXHIBIT 99.1)**

**Exhibit 99.1**

TO: Directors and Executive Officers of Prime Meridian Holding Company

DATE: August 14, 2018

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

Federal securities laws require us to send you a notice whenever restrictions are lifted 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") began at 4:00 p.m. Central Time on July 26, 2018 and will end at 4:00 p.m. on August 14, 2018 (the "Blackout Period"). The Blackout Period was necessary to facilitate the transfer of the Plan record-keeping function from American Funds to Transamerica Retirement Solutions LLC. During the blackout period, Plan participants were unable to direct or diversify investments in individual accounts, obtain loans, or obtain distributions from the Plan, including with respect to Company common stock.

If you have questions regarding the termination of the Blackout Period, you may contact Jill Macmillan at [JMacmillan@PrimeMeridianBank.com](mailto:JMacmillan@PrimeMeridianBank.com) or (850) 907-2340.  
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