
Section 1: 8-K (FORM 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) January 17, 2019

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 17, 2019, the Board of Directors of Prime Meridian Holding Company (the “Company”) adopted an amendment to the Company’s Bylaws to permit the Company to give notice of meetings of stockholders in any manner permitted by law. A copy of the amendment is included with this Form 8-K as Exhibit 3.4.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.4 Second Amendment to Bylaws dated January 17, 2019.

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: January 17, 2019

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

Section 2: EX-3.4 (EXHIBIT 3.4)

Exhibit 3.4

SECOND AMENDMENT TO THE BYLAWS OF PRIME MERIDIAN HOLDING COMPANY

On January 17, 2019, the Board of Directors of Prime Meridian Holding Company (the “Corporation”) amended Article II, Section 4 of the Corporation’s Bylaws to read in its entirety as follows:

ARTICLE II **STOCKHOLDERS**

Section 4 – NOTICE OF MEETING. Written notice, signed by the Chief Executive Officer, President or Chairman of the Board, stating the place, day and hour of the meeting and in the case of a Special Meeting the purpose or purposes for which the meeting is called, shall be given not less than 10 nor more than 60 days before the date of the meeting to each shareholder of record entitled to vote at such meeting. Such notice shall be given to each shareholder in any manner permitted by law.

CERTIFICATION

This Second Amendment to the Bylaws has been adopted by the Board of Directors of Prime Meridian Holding Company on this 17th day of January, 2019, and shall be effective as of said date.

/s/ Sammie D. Dixon, Jr.

Sammie D. Dixon, Jr.

Vice Chairman, Chief Executive Officer, and President

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