

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): May 18, 2023



**FIVE STAR BANCORP**  
(Exact Name of Registrant as Specified in Charter)

California  
(State or Other Jurisdiction  
of Incorporation)

001-40379  
(Commission  
File Number)

75-3100966  
(I.R.S. Employer  
Identification No.)

3100 Zinfandel Drive, Suite 100, Rancho Cordova, California, 95670  
(Address of Principal Executive Offices, and Zip Code)

(916) 626-5000  
Registrant's Telephone Number, Including Area Code

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value per share	FSBC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.07 Submission of Matters to a Vote by Security Holders**

On May 18, 2023, the Company held its Annual Meeting; 14,760,979 shares were represented by proxies or voted at the Annual Meeting, or 85.53% of the total shares outstanding. At the Annual Meeting, shareholders elected all of the 11 director nominees named in the Company's 2023 Proxy Statement for a one-year term until the 2024 Annual Meeting of Shareholders and to serve until his or her successor is elected and qualified; and ratified the appointment of Moss Adams LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2023. Final voting results from the Annual Meeting are as follows:

**Item 1 – Election of Directors**

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Robert T. Perry Smith	12,116,991	91,709	2,552,279
Randall E. Reynoso	12,118,959	89,741	2,552,279
Larry E. Allbaugh	11,836,788	371,912	2,552,279
James E. Beckwith	12,163,106	45,594	2,552,279
Shannon Deary-Bell	12,160,893	47,807	2,552,279
Warren P. Kashiwagi	12,119,209	89,491	2,552,279
Donna L. Lucas	12,166,409	42,291	2,552,279
David F. Nickum	12,166,363	42,337	2,552,279
Kevin F. Ramos	12,166,840	41,860	2,552,279
Judson T. Riggs	12,166,822	41,878	2,552,279
Leigh A. White	12,168,200	40,500	2,552,279

**Item 2 – Ratification of Selection of Moss Adams LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2023**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
14,673,804	2,868	84,307	0

No other matters were submitted for shareholder action.

**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.

**FIVE STAR BANCORP**

By: /s/ Heather C. Luck  
Name: Heather C. Luck  
Title: Senior Vice President and Chief Financial Officer

Date: May 19, 2023