
**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): August 2, 2022

CASS INFORMATION SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation or organization)

000-20827
(Commission
File Number)

43-1265338
(I.R.S. Employer
Identification No.)

12444 Powerscourt Drive, Suite 550
St. Louis, Missouri
(Address of principal executive offices)

63131
(Zip Code)

(314) 506-5500
(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|-------------------|--|
| Common Stock, par value \$0.50 per share | CASS | Nasdaq Global Select Market |

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 1934 (§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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 2, 2022, the Board of Directors (the “Board”) of Cass Information Systems, Inc. (the “Company”) acted to increase the size of the Board to 11 directors and, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, elected Ann W. Marr as a member of the Board.

As a member of the Board, Ms. Marr will be entitled to receive the same compensation provided to the Company’s other non-employee directors, which includes a cash retainer and an annual grant of restricted stock valued at \$60,000. Restricted stock awards are issued under the Company’s Amended and Restated Omnibus Stock and Performance Compensation Plan. The shares carry voting and dividend rights and vest in one year on the first anniversary date of the award or, if elected by the director, vest at retirement from the Board.

With respect to the election of Ms. Marr, there are no transactions and no proposed transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K, no arrangements or understandings with any other person required to be disclosed pursuant to Item 5.02(d) of Form 8-K and 401(b) of Regulation S-K, and no family relationships required to be disclosed pursuant to Item 401(d) of Regulation S-K.

On August 4, 2022, the Company issued a press release announcing the election of Ms. Marr as a director. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit Number | Description |
|-----------------------|--|
| 99.1 | Press release issued by Cass Information Systems, Inc. dated August 4, 2022. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

Dated: January 31, 2022

CASS INFORMATION SYSTEMS, INC.

By: /s/ Eric H. Brunngraber
Name: Eric H. Brunngraber
Title: Chairman and Chief Executive Officer

By: /s/ Michael J. Normile
Name: Michael J. Normile
Title: Executive Vice President and Chief Financial Officer



Contact: Contact Kenn Entringer at Casey Communications, Inc., (314) 721-2828.
kentringer@caseycomm.com

August 4, 2022

Ann Marr Joins Board of Directors of Cass Information Systems, Inc.

ST. LOUIS – **Cass Information Systems, Inc. (Nasdaq: CASS)**, the leading provider of transportation, energy, telecom and waste invoice payment and information services, reported that **Ann Marr** has been appointed to its board of directors, effective August 2, 2022.

Marr is currently Executive Vice President of Global Human Resources at World Wide Technology (WWT), a \$16 billion systems integrations, value added reseller and software development company. Marr oversees all global human resources functions, which include talent management, policy development, benefits administration, training, immigration, communications, leadership development and employee relations. In addition, she successfully spearheaded WWT’s submission for the Fortune 100 Best Companies to Work For and founded the WWT Women’s Leadership Forum. She has over 30 years of experience in human resources and has also held positions with Enterprise Rent-A-Car and Anheuser-Busch Companies. She is a member of the executive team and board of directors at WWT.

As a WWT strategic partner, Marr manages WWT’s Corporate Development Program, which includes diversity and inclusion, supplier diversity and small business enterprise. She is President of the WWT Charitable Foundation and is very active in the St. Louis community, having served on the Board of Trustees for Maryville University, the St. Louis Regional Chamber Association, the United Way of Greater St. Louis, Charmaine Chapman Society, the St. Louis Police Foundation and the Gateway Arch Park Foundation.

Marr is on the Advisory Board (and founding member of the St. Louis Chapter) of the National Association of African Americans in Human Resources and a member of the Society for Human Resource Management. She was highlighted in Who’s Who is Black St. Louis, honored as “Corporate Executive of the Year” by the St. Louis American newspaper, named as one of the “50 Most Powerful Minority Women in Business” by the Minority Enterprise Advocate magazine, and one of the “25 Most Influential Businesswomen in St. Louis” by the St. Louis Business Journal. She was also selected as a “Leader of Distinction” by the YWCA of Greater St. Louis, recognized as one of the Top Diverse Business Leaders by the St. Louis Business Journal, a recipient of the Leadership Award by the Great Place to Work Institute, and the Missouri Athletic Club 2019 Women of Distinction.

Marr is also an author of a New Orleans cookbook - Classic Creole – A Celebration of Food & Family. She received a Bachelor of Arts degree in Business & Human Resources Management from Webster University.

“We are beyond grateful to attract someone of such achievement and distinction to our board of directors. Ann’s extensive background in human resources will bring great perspective to our company as we navigate the dramatic changes in today’s work environment. In addition, Ann will also be able to add unique perspective as we continue to progress in our diversity, equity and inclusion efforts,” said **Eric Brunngraber**, Cass chairman and chief executive officer.

About Cass Information Systems

Cass Information Systems, Inc. is a leading provider of integrated information and payment management solutions. Cass enables enterprises to achieve visibility, control and efficiency in their supply chains, communications networks, facilities and other operations. Disbursing over \$80 billion annually on behalf of clients, and with total assets in excess of \$2.4 billion, Cass is uniquely supported by Cass Commercial Bank. Founded in 1906 and a wholly owned subsidiary, Cass Commercial Bank provides sophisticated financial exchange services to the parent organization and its clients. Cass is part of the **Russell 2000**®. More information is available at www.cassinfo.com.