
**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): January 25, 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 January 25, 2022, the Board of Directors (the “Board”) of Cass Information Systems, Inc. (the “Company”) acted to increase the size of the Board to 10 directors and, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, elected Wendy J. Henry as a member of the Board. As a member of the Board, Ms. Henry has been appointed to serve on the Company’s Audit Committee.

As a member of the Board, Ms. Henry 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.

Also on January 25, 2022, the Board appointed Martin Resch as President in addition to his current role as the Company’s Chief Operating Officer. Mr. Resch succeeds Eric Brunngraber who previously served as the Company’s President and, effective as of January 25, 2022, will continue to serve as the Company’s Chairman and Chief Executive Officer.

Mr. Resch, 56, joined the Company as Executive Vice President and Chief Operating Officer in November 2020. Prior to joining the Company, Mr. Resch most recently served as Executive Vice President of the Commercial Banking Group of Bank of the West, a subsidiary of BNP Paribas, from 2013 to 2019. In this role, Mr. Resch functioned as the group’s chief administrative and operating officer with responsibility for overseeing strategy, operations, finance, technology and human resources functions. Mr. Resch served in various positions at Bank of the West since 2003, including as Executive Vice President of Treasury and Finance during which time he implemented financial and treasury risk management frameworks and policies. Mr. Resch has also engaged in multiple entrepreneurial initiatives related to FinTech and financial markets, founding three equity and index option funds on the Pacific Exchange, a former regional stock exchange located in California, and serving as a member of the Pacific Exchange board of directors during its sale to Archipelago, which was subsequently acquired by the New York Stock Exchange.

Mr. Resch will continue to receive compensation on the terms previously disclosed by the Company.

With respect to the election of Ms. Henry and appointment of Mr. Resch, 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 January 26, 2022 and January 31, 2022, the Company issued press releases announcing the election of Ms. Henry as a director and appointment of Mr. Resch as President, respectively. Copies of these press releases are filed as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Cass Information Systems, Inc. dated January 26, 2022.
99.2	Press release issued by Cass Information Systems, Inc. dated January 31, 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

January 26, 2022

Wendy Henry 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 **Wendy Henry** has been appointed to its board of directors.

Henry retired from **BKD, LLP** in June 2021 as Managing Partner of the St. Louis office where she led the firm’s St. Louis metropolitan area practice as well as managing the audits of numerous organizations. She is a retired certified public accountant and a member of the **American Institute of Certified Public Accountants**.

Henry has also been very active in the St. Louis community, having previously served on the board of directors of **United Way of Greater St. Louis, St. Louis Zoo, Mercy Health East Communities, and Regional Business Council**.

“Wendy’s experience with complex financial and accounting issues through her audit background, combined with her financial statement expertise and passion for serving non-profit institutions, makes her an ideal fit and welcome addition to our board,” 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 \$2.5 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.



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

January 31, 2022

**Cass Information Systems, Inc. Promotes Martin Resch
To President and Chief Operating Officer.**

ST. LOUIS – **Cass Information Systems, Inc. (Nasdaq: CASS)**, the leading provider of transportation, energy, telecom and waste invoice payment and information services, has promoted **Martin Resch** to president, in addition to his current role as chief operating officer. **Eric Brunngraber**, previously chairman, president and chief executive officer, will remain as chairman and chief executive officer.

“In his short time at Cass, Martin has proven his ability to implement strategic objectives with respect to our invoice payment and information services business,” said Brunngraber. “The addition of the president role will provide Martin enhanced responsibilities over technology and other revenue sources.”

Prior to joining Cass in November 2020, Resch was senior manager of the commercial banking group of **Bank of the West, BNP Paribas** in San Francisco, Calif. As executive vice president, Resch functioned as the group’s chief administrative officer/chief operating officer with responsibility for strategy, operations, finance, technology and human resources. Other roles included corporate treasurer and leader of a B2B FinTech incubator.

Previously, he engaged in multiple entrepreneurial initiatives related to FinTech and financial markets. For example, Resch founded three equity and index option funds on the **Pacific Exchange** and, as a member of the board, actively participated in the sale of the Pacific Exchange to **Archipelago** which was subsequently acquired by the **New York Stock Exchange**.

Resch, who holds dual citizenship in the **United States** and **Austria** and speaks fluent German, earned his bachelor’s degree in computer science from **Oregon State University** and master’s degree in business administration from **Cornell University**. He is also a graduate of the **Pacific Coast Graduate School of Banking** in Seattle, Washington.

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