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**UNITED STATES  
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): April 18, 2011**

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**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.)

**13001 Hollenberg Drive**  
**Bridgeton, Missouri**  
(Address of principal executive offices)

**63044**  
(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.
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**Item 2.02. Results of Operations and Financial Condition.**

On April 18, 2011, Cass Information Systems, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended March 31, 2011. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information reported under this Item 2.02 of Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its Annual Meeting of Shareholders on April 18, 2011. The following is a summary of the matters voted on at the meeting:

(a) Election of four directors to serve three-year terms ending in 2014, as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
K. Dane Brooksher	6,523,252	149,357	1,405,356
Eric H. Brunngraber	6,593,540	79,069	1,405,356
Bryan S. Chapell	6,517,323	155,286	1,405,356
Benjamin F. Edwards, IV	6,590,846	81,763	1,405,356

All director nominees were elected.

(b) Non-binding advisory vote on executive compensation:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,553,185	96,505	22,919	1,405,356

On an advisory basis, the Company’s shareholders approved the compensation paid to the Company’s named executive officers as disclosed in the Company’s 2011 proxy statement.

(c) Non-binding advisory vote on the frequency of executive compensation advisory votes:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2,041,257	14,726	4,541,884	74,742	1,405,356

On an advisory basis, the Company’s shareholders indicated their preference for the advisory vote on executive compensation to be held every three years.

(d) Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2011:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
8,048,870	17,414	11,681

The selection of KPMG LLP to serve as the Company's independent registered public accounting firm for 2011 was ratified.

**Item 8.01. Other Matters.**

On April 20, 2011, the Company announced a second quarter cash dividend of \$0.16 per share, payable June 15, 2011 to shareholders of record on June 3, 2011.

**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 April 18, 2011.

**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: April 20, 2011

CASS INFORMATION SYSTEMS, INC.

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

By: /s/ P. Stephen Appelbaum  
Name: P. Stephen Appelbaum  
Title: Chief Financial Officer



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April 18, 2011

**Cass Information Systems, Inc. Reports Record 1<sup>st</sup> Quarter Earnings**

***Net Income Increases 20% Compared to 1<sup>st</sup> Quarter of 2010***

ST. LOUIS – **Cass Information Systems, Inc. (NASDAQ: CASS)**, the nation’s leading provider of transportation, utility and telecom invoice payment and information services reported record first quarter 2011 earnings of \$.60 per diluted share, a 20% increase compared to the \$.50 per diluted share it earned in the first quarter of 2010. Net income for the period was \$5.7 million, compared to \$4.7 million in 2010.

**2011 1st Quarter Recap**

	<u>March 31, 2011</u>	<u>March 31, 2010</u>	<u>% Change</u>
<b>Transportation Dollar Volume</b>	\$4.6 billion	\$3.8 billion	21%
<b>Utility Dollar Volume</b>	\$2.7 billion	\$2.6 billion	3%
<b>Revenues</b>	\$26.1 million	\$22.8 million	15%
<b>Net Income</b>	\$5.7 million	\$4.7 million	20%
<b>Diluted Earnings per Share</b>	\$.60	\$.50	20%

Payment and processing fees increased \$1.6 million, or 13%, compared to the year earlier period. Transportation dollar volume was up 21% and utility dollar volume rose 3% due to new business and improved activity from existing customers.

Net investment income increased \$1.7 million, or 18%, primarily due to the increase in average earning assets.

Overall operating expenses were up \$1.9 million, or 12%, primarily due to the increase in processing activity.

“We are pleased to get 2011 off to a record start and remain committed to the core strategies that helped us weather the economic downturn and that are now generating notably positive results,” said **Eric H. Brunngraber**, Cass president and chief executive officer. “We will continue to invest in initiatives that broaden and strengthen our relationships with clients as we remain optimistic about the future.”

#### **About Cass Information Systems**

Cass Information Systems, Inc. is the leading provider of transportation, utility and telecom invoice payment and information services. The company, which has been involved in the payables services and information support business since 1956, disburses over \$27 billion annually on behalf of customers from locations in St. Louis, Mo., Columbus, Ohio, Boston, Mass., Greenville, S.C. and Wellington, Kansas. The support of **Cass Commercial Bank**, founded in 1906, makes Cass Information Systems unique in the industry. Cass is part of the **Russell 2000® Index**.

#### **Note to Investors**

*Certain matters set forth in this news release may contain forward-looking statements that are provided to assist in the understanding of anticipated future financial performance. However, such performance involves risks and uncertainties that may cause actual results to differ materially from those in such statements. For a discussion of certain factors that may cause such forward-looking statements to differ materially from the company's actual results, see the company's reports filed from time to time with the Securities and Exchange Commission including the company's annual report on Form 10-K for the year ended December 31, 2010.*

**Selected Consolidated Financial Data**

The following table presents selected unaudited consolidated financial data (in thousands, except per share data) for the periods ended March 31, 2011 and 2010:

	Quarter Ended March 31, 2011	Quarter Ended March 31, 2010
Transportation Invoice Volume	6,670	6,017
Transportation Dollar Volume	\$4,568,930	\$3,768,941
Utility Transaction Volume	3,358	3,055
Utility Dollar Volume	\$2,689,235	\$2,608,099
Payment and Processing Fees	\$ 14,347	\$ 12,745
Net Investment Income	11,248	9,552
Other	485	480
Total Revenues	\$ 26,080	\$ 22,777
Salaries and Benefits	\$ 13,706	\$ 12,490
Occupancy	648	572
Equipment	847	898
Other	2,933	2,237
Total Operating Expenses	\$ 18,134	\$ 16,197
Income from Operations before Income Tax Expense	\$ 7,946	\$ 6,580
Income Tax Expense	2,227	1,831
Net Income	\$ 5,719	\$ 4,749
Basic Earnings per Share	\$ .61	\$ .51
Diluted Earnings per Share	\$ .60	\$ .50
Average Earning Assets	\$1,149,715	\$ 984,700
Net Interest Margin	4.60%	4.78%
Allowance for Loan Losses to Loans	1.74%	1.35%
Non-performing Loans to Total Loans	.08%	.21%
Net Loan (Recoveries) Charge-offs to Loans	-.01%	.03%
Provision for Loan Losses	\$ 450	\$ 900