
**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): April 23, 2019

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.

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 2.02. Results of Operations and Financial Condition.

On April 25, 2019, Cass Information Systems, Inc. (the “Company”) issued a press release announcing its financial results for the first quarter of fiscal 2019. 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.

On April 23, 2019, the Company held its 2019 Annual Meeting of Shareholders (the “Annual Meeting”). The following is a summary of the matters voted on at the Annual Meeting:

(a) Election of three directors to serve three-year terms ending in 2022, as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Ralph W. Clermont	9,554,503	79,119	27,810	3,635,899
James J. Lindemann	9,581,372	52,250	27,810	3,635,899
Sally H. Roth	9,612,236	20,886	28,309	3,635,899

All director nominees were elected.

(b) Advisory approval of the Company’s executive compensation:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
9,434,790	152,661	73,980	3,635,899

The Company’s executive compensation was approved by advisory vote.

(c) Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2019:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
13,222,108	51,948	23,275

The selection of KPMG LLP to serve as the Company’s independent registered public accounting firm for 2019 was ratified.

Item 8.01. Other Events.

Also on April 25, 2019, the Company announced that its Board of Directors declared a second quarter dividend of \$0.26 per share payable on June 14, 2019 to shareholders of record on June 4, 2019.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number

Description

99.1

[Press release issued by Cass Information Systems, Inc. dated April 25, 2019](#)

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 25, 2019

CASS INFORMATION SYSTEMS, INC.

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

By: /s/ P. Stephen Appelbaum
Name: P. Stephen Appelbaum
Title: Executive Vice President and Chief
Financial Officer



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

April 25, 2019

**Cass Information Systems, Inc. Achieves
All-Time High in Quarterly Net Income in Q1 2019**

Revenues up 7% and Diluted Earnings Per Share up 2%

ST. LOUIS — **Cass Information Systems, Inc. (NASDAQ: CASS)**, a leading provider of transportation, energy, telecom and waste invoice payment and information services, reported first quarter 2019 earnings of \$.55 per diluted share, an increase of 2% from the \$.54 per diluted share it earned in the first quarter of 2018. Net income for the period was \$8.2 million, the highest quarterly net figure ever produced by the company. In the first quarter of 2018, Cass had \$8.1 million in net income.

	<u>March 31, 2019</u>	<u>March 31, 2018</u>	<u>% Change</u>
Transportation Invoice Volume	8.9 million	9.1 million	(2.6)
Transportation Dollar Volume	\$7.0 billion	\$6.8 billion	2.9
Facility Expense Transaction Volume*	7.0 million	7.1 million	(1.8)
Facility Expense Dollar Volume*	\$3.6 billion	\$3.4 billion	5.2
Revenues	\$38.4 million	\$36.0 million	6.6
Net Income	\$8.2 million	\$8.1 million	0.9
Diluted Earnings Per Share	\$.55	\$.54	1.9

* Includes Energy, Telecom and Waste

2019 1st Quarter Recap

First quarter 2019 revenue increased 7% with net income up 1%. Factors that continued to influence performance were an expanding customer base; the development, deployment and extension of new revenue-generating services; and higher interest rates. The bottom-line advances were achieved despite significant on-going investment in technology and infrastructure to support global expansion and future service growth.

Transportation activity was mixed with dollar volume increasing 3% in the quarter aided by higher carrier and fuel prices, while transportation invoice volume declined 3% compared to a strong Q1 2018 that included one additional processing day.

Facility-related (electricity, gas, waste and telecom expense management) dollar volume was up 5%. New customer wins, coupled with increased volume from current accounts, supported the increase. Facility expense transactions were down 2% for the period due to a reduction in the number of sites for existing retail customers and one less processing day in Q1 2019.

Consolidated operating expenses increased \$2.3 million (9%) due mainly to on-going strategic investment in the technology and staff required to win and support new business.

“Even as the company sets a new record for quarterly net income in the present day, our focus remains on the future and on procuring the people and technology required to execute our long-term plan for steady growth,” noted **Eric H. Brunngraber**, Cass chairman and chief executive officer.

Cash Dividend Declared

On April 23, 2019, the company’s board of directors declared a second quarter dividend of \$.26 per share payable June 14, 2019 to shareholders of record June 4, 2019. Cass has continuously paid regularly scheduled cash dividends since 1934.

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 \$60 billion annually on behalf of clients, and with total assets of \$1.6 billion, Cass is uniquely supported by **Cass Commercial Bank**. Founded in 1906 and a wholly owned subsidiary, Cass 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.

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, 2018.

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, 2019 and 2018:

	Quarter Ended March 31, 2019	Quarter Ended March 31, 2018
Transportation Invoice Volume	8,948	9,191
Transportation Dollar Volume	\$6,985,773	\$6,790,747
Facility Expense Transaction Volume	6,994	7,121
Facility Expense Dollar Volume	\$3,617,428	\$3,438,203
Payment and Processing Fees	\$ 26,457	\$ 24,827
Net Investment Income	11,357	10,609
Gains on Sales of Securities	11	13
Other	545	534
Total Revenues	<u>\$ 38,370</u>	<u>\$ 35,983</u>
Personnel	\$ 22,277	\$ 20,382
Occupancy	959	854
Equipment	1,469	1,308
Other	3,757	3,638
Total Operating Expenses	<u>\$ 28,462</u>	<u>\$ 26,182</u>
Income from Operations before Income Tax Expense	\$ 9,908	\$ 9,801
Income Tax Expense	1,745	1,709
Net Income	<u>\$ 8,163</u>	<u>\$ 8,092</u>
Basic Earnings per Share	<u>\$.56</u>	<u>\$.55</u>
Diluted Earnings per Share	<u>\$.55</u>	<u>\$.54</u>
Average Earning Assets	\$1,438,614	\$1,410,945
Net Interest Margin	3.42%	3.25%
Allowance for Loan Losses to Loans	1.40%	1.45%
Non-performing Loans to Total Loans	—	—
Net Loan (Recoveries) / Charge-offs to Loans	—	—
Provision for Loan Losses	\$ 250	\$ —