

**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): June 26, 2023

HOMETRUST BANCSHARES, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

001-35593
(Commission File Number)

45-5055422
(IRS Employer Identification No.)

10 Woodfin Street
Asheville, North Carolina
(Address of principal executive offices)

28801
(Zip Code)

Registrant's telephone number, including area code: **(828) 259-3939**

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:

- Written communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications 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	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	HTBI	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 (§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 June 26, 2023, the Board of Directors (the “Board”) of HomeTrust Bancshares, Inc. (the “Company”), the holding company for HomeTrust Bank (the “Bank”), appointed Narasimhulu Neelagaru, M.D. (“Dr. Neel”) as a director of the Company. The Board committees to which Dr. Neel will be appointed have not yet been determined. Dr. Neel was also appointed as a director of the Bank.

As previously reported in the Current Report on Form 8-K filed by the Company on February 13, 2023, Dr. Neel’s appointment as a director of the Company and the Bank was contemplated by the Agreement and Plan of Merger, dated as of July 24, 2022 (the “Merger Agreement”), by and between the Company and Quantum Capital Corp. (“Quantum”), pursuant to which, effective February 12, 2023, Quantum merged with and into the Company and Quantum National Bank, a wholly owned subsidiary of Quantum, merged with and into the Bank. The Merger Agreement provides for the appointment of Dr. Neel as a director of the Company for an initial term (the “Initial Term”) ending at the Company’s annual meeting of stockholders immediately following his attaining 75 years of age and further provides that after the end of the Initial Term, Dr. Neel may serve for up to two additional one-year terms as a director of the Company if the Quantum Principal Stockholders (as defined in the Merger Agreement) continue to own five percent or more of the then-outstanding shares of the Company’s common stock, subject to any legal or bank regulatory requirements. The Merger Agreement entitles Dr. Neel to simultaneously serve as a director of the Bank so long as a majority of the directors of the Company are directors of the Bank.

For the Initial Term, consistent with the Merger Agreement, Dr. Neel was appointed to the class of directors of the Company whose terms expire in calendar year 2025. Dr. Neel will receive the same general compensation arrangement as is provided to the other non-employee directors of the Company and the Bank. A description of this arrangement is contained under the heading “[Director Compensation](#)” in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on October 3, 2022 and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 26, 2023, the Board approved an amendment to the Company’s bylaws, which became effective immediately. The amendment affects the mandatory director retirement provision contained in Article II, Section 12 of the Company’s bylaws.

Article II, Section 12 generally prohibits a person who is 72 years of age or older from being elected, re-elected, appointed or re-appointed to the Board or from continuing to serve as a director of the Company beyond the annual meeting of stockholders of the Company immediately following the non-employee director’s attaining age 72. Article II, Section 12 was amended to permit Dr. Neel, who is currently age 73, to serve as a director of the Company in the manner contemplated by the Merger Agreement, as described in Item 5.02 of this Current Report on Form 8-K.

The foregoing description of the amendment is qualified in its entirety by reference to the text of the amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) The following exhibits are included with this Report or incorporated herein by reference:

Exhibit No.	Description
3.1	Amendment to Bylaws of HomeTrust Bancshares, Inc.
104.0	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

HOMETRUST BANCSHARES, INC.

Date: June 26, 2023

By: /s/ Tony J. VunCannon
Tony J. VunCannon
Executive Vice President, Chief Financial Officer, Corporate Secretary
and Treasurer

AMENDMENT TO BYLAWS OF HOMETRUST BANCSHARES, INC.

Effective June 26, 2023, Article II, Section 12 of the bylaws of HomeTrust Bancshares, Inc. was amended to read as follows:

“Section 12. Age Limitation.

(a) Except as set out in subsection (b) or (c) of this Section 12, a person who is 72 years of age or older shall not be eligible for election, re-election, appointment or re-appointment to the Board of Directors and shall also not be eligible to continue to serve as a director beyond the annual meeting of stockholders of the Corporation immediately following the director becoming 72 years of age.

(b) The Board shall have the discretion to exempt a director who (a) was a director of the Corporation on June 30, 2016 and (b) is between 72 and 74 years of age, from mandatory retirement as a director under subsection (a) of this Section 12 until the next annual meeting of stockholders of the Corporation. The director being considered for an extension may not participate in the Board discussion or vote concerning such extension. Any director who desires to be considered for this exemption must submit a written request to the Secretary by the date set by the Board. This discretion may be exercised only upon a finding by the Board that such exemption is in the best interest of the Corporation based on the qualifications considered in the selection of directors.

(c) Subsection (a) of this Section 12 shall not apply to the Initial Term of Narasimhulu Neelagaru, M.D. as a director of the Corporation, as contemplated by and subject to the provisions of Section 6.11 of the Agreement and Plan of Merger, dated as of July 24, 2022, by and between the Corporation and Quantum Capital Corp. (the “Quantum Merger Agreement”). Furthermore, if, following the end of the Initial Term, (i) the Company Principal Stockholders own five percent or more of the outstanding shares of the Corporation’s common stock and (ii) Narasimhulu Neelagaru, M.D. is in good standing as a director of the Corporation and he desires to continue serving as a director of the Corporation, then notwithstanding subsection (a) of this Section 12 and subject to any legal or bank regulatory requirements, he may be nominated by the Board for election by the Corporation’s stockholders for up to two additional one-year terms, as contemplated by Section 6.11(a) of the Quantum Merger Agreement. As used in this subsection (c), the terms “Initial Term” and “Company Principal Stockholders” shall have the meanings ascribed to them in the Quantum Merger Agreement.”