

**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): May 20, 2026



First Busey Corporation

(Exact name of Registrant as specified in its charter)

Nevada

(State of Incorporation)

001-42677

(Commission File Number)

37-1078406

(I.R.S. Employer Identification No.)

**11440 Tomahawk Creek Parkway
Leawood, Kansas 66211**

(Address of Principal Executive Offices)

(217) 365-4544

(Registrant's telephone number, including area code)

N/A

(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(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	BUSE	Nasdaq Stock Market LLC
Depository Shares, each representing a 1/40th interest in a share of 8.25% Fixed-Rate Series B Non-Cumulative Perpetual Preferred Stock, \$0.001 par value	BUSEP	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).

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.

Amendment to Equity Incentive Plan

On May 20, 2026, at the 2026 Annual Meeting of Stockholders (the “Annual Meeting”) of First Busey Corporation (“Busey”), Busey’s stockholders, upon the recommendation of Busey’s Board of Directors, approved the First Busey Corporation Second Amended 2020 Equity Incentive Plan (the “Amended Plan”). The Amended Plan authorizes an increase of 2,100,000 shares of Busey’s common stock, \$0.001 par value, for equity awards, which may be granted in any one or a combination of the following forms: incentive stock options, nonqualified stock options, stock appreciation rights, restricted shares, restricted stock units, performance-based restricted stock units, deferred stock units, and other equity-based or equity-related or cash-based awards, including without limitation, the grant or offer for sale of unrestricted shares, bonus share awards, phantom share awards, performance share awards, performance units settled in shares, and performance units settled in cash. Equity awards under the Amended Plan may or may not include dividend equivalents. Participants under the Amended Plan may include employees, directors, and consultants of Busey or its subsidiaries.

A summary of the principal features of the Amended Plan was included in [Busey’s amended definitive proxy statement](#) for the Annual Meeting, as filed with the U.S. Securities and Exchange Commission on April 13, 2026 (the “Proxy Statement”). The foregoing description of the Amended Plan does not purport to be complete and is qualified in its entirety by the summary of the principal features of the Amended Plan included in the Proxy Statement and the full text of the Amended Plan, a copy of which was filed as [Appendix A](#) to the Proxy Statement, and is incorporated by reference into this Current Report on Form 8-K.

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

On May 20, 2026, Busey held the Annual Meeting. Stockholder representation at the Annual Meeting is summarized as follows:

Shares of common stock outstanding and entitled to vote at the Annual Meeting	85,504,477
Shares represented at the Annual Meeting by Busey stockholders who were present or by Busey stockholders who were represented by proxy	66,222,000
Percentage of shares represented	77.4 %

At the Annual Meeting, Busey stockholders voted on four proposals, as described in [the Proxy Statement](#). Final results of voting on each of the matters submitted to a vote of stockholders during the Annual Meeting are as follows:

Proposal 1: Election of directors

Busey stockholders elected 12 individuals to serve as Busey's directors for a one-year term expiring at the 2027 Annual Meeting of Stockholders or when their successors are elected and have qualified. There were 10,141,821 broker non-votes in connection with the election of directors.

Name	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld
Stanley J. Bradshaw	53,672,783	95.7 %	2,407,396	4.3 %
Rodney K. Brenneman	55,056,259	98.2 %	1,023,920	1.8 %
Steven W. Caple	55,018,321	98.1 %	1,061,858	1.9 %
Michael D. Cassens	54,887,238	97.9 %	1,192,941	2.1 %
Van A. Dukeman	54,592,320	97.3 %	1,487,859	2.7 %
Jennifer M. Grigsby	55,200,162	98.4 %	880,017	1.6 %
Karen M. Jensen	54,942,454	98.0 %	1,137,725	2.0 %
Frederic L. Kenney	54,424,276	97.0 %	1,655,903	3.0 %
Stephen V. King	54,355,920	96.9 %	1,724,259	3.1 %
Kevin S. Rauckman	55,215,293	98.5 %	864,886	1.5 %
Scott A. Wehrli	55,197,187	98.4 %	882,992	1.6 %
Tiffany B. White	54,937,873	98.0 %	1,142,306	2.0 %

Proposal 2: Non-binding, advisory vote to approve executive officer compensation

Busey stockholders approved, in a non-binding advisory vote, the compensation of Busey's named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
54,382,423	1,037,631	660,125	10,141,821
97.0%	1.8%	1.2%	

Proposal 3: Approval of the First Busey Corporation Second Amended 2020 Equity Incentive Plan

Busey stockholders approved the Amended Plan.

Votes For	Votes Against	Abstentions	Broker Non-Votes
52,960,105	2,681,456	438,618	10,141,821
94.4%	4.8%	0.8%	

Proposal 4: Ratification of independent registered public accounting firm

Busey stockholders ratified the appointment of RSM US LLP as Busey's independent registered public accounting firm for the year ending December 31, 2026.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
64,541,386	1,480,312	200,302	Not Applicable
97.5%	2.2%	0.3%	

Item 8.01. Other Events

Amendment to Share Repurchase Program

On May 20, 2026, Busey's board of directors approved an amendment to Busey's previously adopted share repurchase program to increase the number of shares of Busey's common stock available for repurchase by 4,000,000 shares. As of the close of business on May 20, 2026, under the amended share repurchase program, Busey is now authorized to repurchase, from time to time as Busey deems appropriate, up to a remaining number of 4,903,775 shares of Busey's common stock. Repurchases may be made in the open market, through block trades or otherwise, and in privately negotiated transactions. The repurchase program does not obligate Busey to repurchase any dollar amount or number of shares. The repurchase program has no expiration date, and may be expanded, modified, suspended, or discontinued by Busey's board of directors at its discretion at any time.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
10.1	First Busey Corporation Second Amended 2020 Equity Incentive Plan, filed with the U.S. Securities and Exchange Commission on April 13, 2026, as Appendix A to the Definitive Proxy Statement Amendment No. 1 and incorporated herein by reference
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101)

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, thereunto duly authorized.

FIRST BUSEY CORPORATION

By: /s/ CHRISTOPHER H.M. CHAN
Christopher H.M. Chan
Executive Vice President, Chief Financial Officer

Date: May 22, 2026