



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

On May 30, 2014, the Company forwarded for filing with the Secretary of State of Georgia Articles of Amendment to the Company's Articles of Incorporation, which added to the Articles of Incorporation language prescribed by O.C.G.A. § 14-2-202(b)(5), granting the Board of Directors and individual board members the discretion to consider, in discharging their duties and in determining what is believed to be in Colony's best interests, the interests of Colony's employees, customers, suppliers, and creditors and those of its subsidiaries, the interests of the communities in which Colony and its subsidiaries are located, and all other factors considered pertinent by the Board and individual directors.

The amendment was approved by the shareholders of the Company by a majority vote at the Company's regularly scheduled annual meeting held on May 27, 2014, in accordance with O.C.G.A. § 14-2-1003. A copy of the Articles of Amendment of the Articles of Incorporation of the Company is included as an exhibit to this Report on Form 8-K and is incorporated by reference into this Item No. 5.03.

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of the shareholders of the Company was held on May 27, 2014. At the Annual Meeting of the Shareholders, proxies were solicited under Regulation 14 of the Securities Exchange Act of 1934. Total shares eligible to vote amounted to 8,439,258. A total of 4,976,200.73 shares (58.96%) were represented by shareholders, in attendance or by proxy. The following directors were elected to serve one year until the next annual meeting.

	<u>For</u>	<u>Against</u>
Scott L. Downing	4,814,477.63	161,723.10
M. Frederick Dwozan, Jr.	4,882,648.83	93,551.90
Edward J. Harrell	4,640,418.83	335,781.90
Terry L. Hester	4,860,291.83	115,908.90
Davis W. King, Sr.	4,880,076.83	96,123.90
Ed Loomis	4,881,648.83	94,551.90
Mark H. Massee	4,881,076.83	95,123.90
Jonathan W. R. Ross	4,881,076.83	95,123.90
B. Gene Waldron	4,859,719.83	116,480.90

The shareholders approved the Advisory (non-binding) Resolution on Executive Compensation with a final vote count as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,738,205.24	180,717.83	57,277.66

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The shareholders approved the amendment to the Company's articles of incorporation as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,519,890.16	424,832.78	31,477.79

Exhibit 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being filed as part of this Report on Form 8-K:

Amendment to the Company's Articles of Incorporation adopted May 27, 2014.

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.

COLONY BANKCORP,  
INC.

Date: May 28, 2014      By: /s/ Terry L. Hester  
Terry L. Hester  
Executive  
Vice-President and  
Chief Financial  
Officer

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