

CNB FINANCIAL CORP/PA
Form 8-K
April 17, 2014

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 15, 2014

CNB FINANCIAL CORPORATION

(Exact name of Registrant as specified in its Charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

000-13396
(Commission

File No.)

25-1450605
(IRS Employer

Identification Number)

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1 South Second Street

PO Box 42

Clearfield, Pennsylvania 16830

(Address of principal executive offices)

Registrant's telephone number, including area code: (814) 765-9621

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))

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

CNB Financial Corporation (the Corporation) held its Annual Meeting of Shareholders on April 15, 2014 for the purpose of: (i) selecting four Class 1 directors, (ii) electing two Class 2 directors, (iii) voting on a non-binding advisory resolution on the Corporation's compensation program for its named executive officers, (iv) voting on a non-binding advisory basis on the frequency of future say-on-pay votes, (v) ratifying the appointment of independent auditors, and (vi) transacting such other business as would properly come before the meeting.

Results of shareholder voting on the class 1 directors were as follows:

| | William F. Falger | Jeffrey S. Powell | James B. Ryan | Peter F. Smith |
|----------------------------------|----------------------|----------------------|------------------|-------------------|
| For | 5,636,255 | 6,881,194 | 7,122,811 | 6,882,484 |
| Against or Withheld | 2,050,417 | 805,478 | 563,861 | 804,188 |
| Abstentions and Broker Non-Votes | 1,830,663 | 1,830,663 | 1,830,663 | 1,830,663 |

Results of shareholder voting on the class 2 directors were as follows:

| | Robert D. Hord | Nick Scott, Jr. |
|----------------------------------|-------------------|--------------------|
| For | 7,142,646 | 7,118,512 |
| Against or Withheld | 544,026 | 568,160 |
| Abstentions and Broker Non-Votes | 1,830,663 | 1,830,663 |

Results of ratification of the advisory vote on executive compensation were as follows:

| | |
|----------------------------------|-----------|
| For | 6,936,938 |
| Against or Withheld | 440,300 |
| Abstentions and Broker Non-Votes | 2,140,097 |

Results of ratification of the advisory vote on the frequency of say-on-pay votes were as follows:

| | |
|----------------------------------|-----------|
| One Year | 4,000,421 |
| Two Years | 599,299 |
| Three Years | 2,488,367 |
| Abstentions and Broker Non-Votes | 2,429,248 |

Results of ratification of Crowe Horwath LLP as independent auditors were as follows:

| | |
|-----|-----------|
| For | 9,278,893 |
|-----|-----------|

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| | |
|----------------------------------|---------|
| Against or Withheld | 101,835 |
| Abstentions and Broker Non-Votes | 136,607 |

The total shares voted at the annual meeting were 9,517,335.

The Corporation's press release regarding the results of the Annual Meeting is filed as Exhibit 99.1 herewith and is incorporated by reference herein.

Item 8.01. Other Events

CNB Financial Corporation shareholders and CNB Bank each held separate annual meetings on April 15, 2014.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits: Exhibit 99.1 News Release announcing annual meeting

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.

CNB Financial Corporation

Date: April 17, 2014

By: /s/ Brian W. Wingard
Brian W. Wingard
Treasurer

Exhibit Index

| Number | Description |
|---------------|---|
| Exhibit 99.1 | News Release announcing annual meeting. |