

ACNB CORP  
Form 8-K  
May 08, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **May 6, 2014**

**ACNB Corporation**

(Exact name of Registrant as specified in its charter)

**Pennsylvania**  
(State or other

jurisdiction of

incorporation)

**0-11783**  
(Commission

File Number)

**23-2233457**  
(IRS Employer

Identification No.)

**16 Lincoln Square, Gettysburg, PA**  
(Address of principal executive offices)

**17325**  
(Zip Code)

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717.334.3161

(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 (*see* General Instruction A.2. below):

- 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))
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**CURRENT REPORT ON FORM 8-K****ITEM 5.07**      **Submission of Matters to a Vote of Security Holders**

On May 6, 2014, ACNB Corporation (the Company) held its 2014 Annual Meeting of Shareholders (the Annual Meeting). A total of 5,991,311 shares of the Company's common stock were entitled to vote as of March 7, 2014, the record date for the Annual Meeting. There were 4,530,162 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on seven (7) proposals. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 To Fix the Number of Directors**

The shareholders voted to fix the number of the Company's Directors at thirteen (13). The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 4,373,778  | 100,928        | 33,932         | 21,524                  |

**Proposal No. 2 To Fix the Number of Class 1 Directors**

The shareholders voted to fix the number of Class 1 Directors at five (5). The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 4,363,386  | 94,787         | 50,465         | 21,524                  |

**Proposal No. 3 To Fix the Number of Class 2 Directors**

The shareholders voted to fix the number of Class 2 Directors at four (4). The results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 4,363,959  | 94,584         | 50,095         | 21,524                  |



**Proposal No. 4 To Fix the Number of Class 3 Directors**

The shareholders voted to fix the number of Class 3 Directors at four (4). The results of the vote were as follows:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 4,356,954 | 101,802 | 49,882  | 21,524           |

**Proposal No. 5 To Elect Class 3 Directors**

The shareholders voted to elect four (4) Class 3 Directors to serve for a term of three (3) years and until their successors are elected and qualified. The results of the vote were as follows:

| Name                     | For       | Withheld | Broker Non-Votes |
|--------------------------|-----------|----------|------------------|
| <b>Frank Elsner, III</b> | 2,929,297 | 135,924  | 1,464,941        |
| <b>Scott L. Kelley</b>   | 2,957,943 | 107,278  | 1,464,941        |
| <b>Daniel W. Potts</b>   | 2,978,248 | 86,973   | 1,464,941        |
| <b>Thomas A. Ritter</b>  | 2,975,740 | 89,481   | 1,464,941        |

**Proposal No. 6 To Conduct a Non-Binding Vote on Executive Compensation**

The shareholders voted to approve, on a non-binding basis, the compensation paid to the Company's Named Executive Officers. The results of the vote were as follows:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 2,710,953 | 239,669 | 114,599 | 1,464,941        |

**Proposal No. 7 To Ratify the Selection of the Independent Auditors for the Fiscal Year Ending December 31, 2014**

The shareholders voted to ratify the selection of BDO USA, LLP as ACNB Corporation's independent auditors for the fiscal year ending December 31, 2014. The results of the vote were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

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4,419,006

66,613

44,543

-0-

3

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**ITEM 7.01**      **Regulation FD Disclosure**

On May 6, 2014, Thomas A. Ritter, President & Chief Executive Officer of the Registrant, as well as other members of management, gave a presentation at the 2014 Annual Meeting of Shareholders. A copy of the presentation slides is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01**      **Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>                  |
|-----------------------|-------------------------------------|
| 99.1                  | Annual Meeting Presentation Slides. |
| 99.2                  | Press Release dated May 8, 2014.    |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**ACNB CORPORATION**  
(Registrant)

Dated: May 8, 2014

/s/ Lynda L. Glass  
Lynda L. Glass  
Executive Vice President,  
Secretary & Chief Governance Officer



**EXHIBIT INDEX**

**EXHIBIT NO.**

|      |                                     |
|------|-------------------------------------|
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