

HMN FINANCIAL INC
Form 8-K
April 27, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 22, 2016**

HMN Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware **0-24100** **41-1777397**
(State or other jurisdiction) (Commission (IRS Employer
of incorporation) File Number) Identification No.)

1016 Civic Center Drive Northwest **55901**

Rochester, Minnesota
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(507) 535-1200**

(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

Edgar Filing: HMN FINANCIAL INC - Form 8-K

- 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 2.02. Results of Operation and Financial Condition.

On April 22, 2016, HMN Financial, Inc. (the “Company”) issued a press release (the “Press Release”) that included financial information for its quarter ended March 31, 2016. A copy of the Press Release is attached as Exhibit 99 to this Form 8-K and incorporated by reference into this Item 2.02. The information included in the Press Release is to be considered furnished under the Securities Exchange Act of 1934, as amended.

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

The Annual Meeting of Stockholders of HMN Financial, Inc. (the “Company”) was held on April 26, 2016 at 10:00 a.m. (the “Annual Meeting”). On March 3, 2016, the record date for the Annual Meeting, there were 4,486,299 shares of common stock issued and outstanding. The final results of the stockholder vote on each proposal brought before the meeting were as follows:

The stockholders elected three directors, to serve until the conclusion of the third succeeding annual meeting of 1. stockholders or until their successors have been duly elected and qualified. The votes regarding this proposal were as follows:

| <u>Terms expiring in 2019:</u> | <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|--------------------------------|---------------|----------------|----------------|-------------------------|
| Michal A. Bue | 2,830,942.61 | 767,357.771 | 3,334.000 | 986,319.000 |
| Wendy A. Shannon | 2,754,932.022 | 143,640.576 | 3,061.790 | 986,319.000 |
| Hans K. Zietlow | 2,846,281.102 | 54,816.286 | 537.000 | 986,319.000 |

2. The stockholders approved the advisory (non-binding) vote to approve the compensation of the Company’s executives as disclosed in the proxy statement. The votes regarding this proposal were as follows:

| | |
|----------------------------|---------------|
| Votes for the proposal | 2,625,746.356 |
| Votes against the proposal | 222,280.617 |
| Votes abstaining | 53,607.415 |
| Broker Non-Votes | 986,319.000 |

3. The stockholders ratified the appointment of CliftonLarsonAllen LLP as the Company's independent registered public accounting firm for 2016. The votes regarding this proposal were as follows:

| | |
|----------------------------|---------------|
| Votes for the proposal | 3,859,351.825 |
| Votes against the proposal | 28,107.182 |
| Votes abstaining | 494.381 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|------------------------------------|
| 99 | Press Release dated April 22, 2016 |

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.

Date: April 27, 2016

HMN Financial, Inc.
(Registrant)

/s/ Jon Eberle

Jon Eberle
Senior Vice President,
Chief Financial Officer and
Treasurer

Index to Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|------------------------------------|
| Exhibit 99 | Press Release dated April 22, 2016 |