

ORRSTOWN FINANCIAL SERVICES INC  
Form 8-K  
May 01, 2019

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 30, 2019

ORRSTOWN  
FINANCIAL  
SERVICES,  
INC.

(Exact name of  
registrant as  
specified in its  
charter)

Pennsylvania	001-34292	23-2530374
(State or other jurisdiction of incorporation)	(SEC File Number)	(IRS Employer Identification No.)

77 East King Street, P.O. Box 250, Shippensburg, Pennsylvania	17257
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:	717 532-6114
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Not  
Applicable  
(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 (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)).

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).

o Emerging growth  
company

If an emerging  
growth company,  
indicate by check  
mark if the registrant  
has elected not to use  
the extended

o transition period for  
complying with any  
new or revised  
financial accounting  
standards provided  
pursuant to Section  
13(a) of the  
Exchange Act.

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

(a) On April 30, 2019, Orrstown Financial Services, Inc. (the "Company") held its annual meeting of shareholders.

(b) The following is a record of the vote on each matter presented at the annual meeting.

(1) Elect four (4) directors to Class B for three (3) year terms expiring in 2022.

Nominee	For	Withheld	Broker Non-Vote
Mark K. Keller	5,142,692	1,082,936	1,228,417
Thomas R. Quinn, Jr.	5,943,864	281,764	1,228,417
Michael J. Rice	5,931,720	293,908	1,228,417
Glenn W. Snoke	5,165,978	1,059,650	1,228,417

(2) Approve a non-binding advisory vote regarding the compensation paid to our named executive officers ("Say-On-Pay").

For	Against	Abstain	Broker Non-Vote
3,532,281	2,332,154	361,193	1,228,417

(3) Ratify the Audit Committee's selection of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

For	Against	Abstain
7,317,605	76,881	59,559

There were no broker non-votes on the ratification of the independent registered public accounting firm.

(4) Transact such other business as may properly come before the Annual Meeting.

For	Against	Abstain	Broker Non-Vote
3,481,143	2,408,814	335,671	1,228,417

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.

ORRSTOWN  
FINANCIAL SERVICES,  
INC.

Date:

May  
1,  
2019

/s/ Thomas R.  
Quinn, Jr.

By:

Thomas R.  
Quinn, Jr.  
President and  
Chief Executive  
Officer  
(Duly Authorized  
Representative)