

S&T BANCORP INC  
Form 8-K  
May 24, 2018

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

May 21,  
2018  
Date of Report  
(Date of earliest  
event reported)

S&T BANCORP, INC  
(Exact name of  
registrant as  
specified in its  
charter)

Pennsylvania 25-1434426  
(State  
or  
other (Commission  
jurisdiction File  
of Number) Employer  
incorporation) Identification  
No.)

800 15701  
Philadelphia

Street,  
Indiana,  
PA  
(Address  
of  
principal (Zip Code)  
executive  
offices)

Registrant's telephone  
number, including area  
code: (800) 325-2265

(Former name or  
former address, if  
changed since last  
report)  
(Not applicable)

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  
communication pursuant to Rule  
14d-2(b) under the Exchange Act  
(17 CFR 240.14d-2(b))
- Pre-commencement  
communication 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).

Emerging growth company

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

On May 21, 2018, S&T Bancorp, Inc. held its 2018 Annual Meeting of Shareholders (the "Annual Meeting"). A total of 35,000,793 shares of the Company's common stock were entitled to vote as of March 22, 2018, the record date for the Annual Meeting. There were 29,384,143 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on four 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 - Election of Directors

|                       | FOR        | WITHHELD  | BROKER NON-VOTES |
|-----------------------|------------|-----------|------------------|
| Todd D. Brice         | 24,036,734 | 1,015,608 | 4,331,801        |
| Christina A. Cassotis | 24,252,676 | 799,666   | 4,331,801        |
| Michael J. Donnelly   | 18,256,894 | 6,795,448 | 4,331,801        |
| James T. Gibson       | 23,960,556 | 1,091,786 | 4,331,801        |
| Jeffrey D. Grube      | 24,289,318 | 763,024   | 4,331,801        |
| Jerry D. Hostetter    | 24,426,718 | 625,624   | 4,331,801        |
| Frank W. Jones        | 23,999,118 | 1,053,224 | 4,331,801        |
| Robert E. Kane        | 24,274,084 | 778,258   | 4,331,801        |
| David L. Krieger      | 23,619,034 | 1,433,308 | 4,331,801        |
| James C. Miller       | 23,927,232 | 1,125,110 | 4,331,801        |
| Frank J. Palermo, Jr. | 24,211,328 | 841,014   | 4,331,801        |
| Christine J. Toretti  | 18,464,913 | 6,587,429 | 4,331,801        |
| Steven J. Weingarten  | 15,780,383 | 9,271,959 | 4,331,801        |

Proposal No. 2 - Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2018

The shareholders voted to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2018. The results of the vote were as follows:

| FOR        | AGAINST | ABSTAIN |
|------------|---------|---------|
| 28,625,213 | 633,029 | 125,901 |

Proposal No. 3 - Advisory Vote on S&T's Executive Compensation

The shareholders voted to approve the non-binding, advisory proposal on the compensation of the Company's executive officers. The results of the vote were as follows:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 23,936,429 | 911,221 | 204,692 | 4,331,801        |

Proposal No. 4 - Advisory Vote on the Frequency of S&T's Executive Compensation

The shareholders voted to approve, on a non-binding advisory basis, the frequency of future advisory votes on the compensation of the Company's named executive officers. The results of the vote were as follows:

| 1 YEAR     | 2 YEARS | 3 YEARS   | ABSTAIN |
|------------|---------|-----------|---------|
| 22,251,129 | 282,582 | 2,266,903 | 251,728 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

S&T Bancorp, Inc.

/s/ Mark Kochvar

Mark Kochvar

May 24, 2018 Senior Executive Vice President,  
Chief Financial Officer