

CHEMUNG FINANCIAL CORP

Form 8-K

May 10, 2013

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):

May 9, 2013

CHEMUNG FINANCIAL CORPORATION
(Exact name of Registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

0-13888
(Commission file number)

16-123703-8
(I.R.S. Employer
Identification No.)

One Chemung Canal Plaza, P.O. Box 1522, Elmira, NY 14901
(Address of principal executive offices) (Zip Code)

(607) 737-3711
(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:

- 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

At the Annual Meeting of Shareholders of Chemung Financial Corporation, held May 9, 2013, the shareholders voted on five proposals. The proposals are described in detail in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 1, 2013.

Proposal 1: Election of Directors

| Nominees | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|-----------|----------------|------------------|
| Ronald M. Bentley | 3,229,841 | 21,919 | 707,983 |
| Robert H. Dalrymple | 3,230,823 | 20,937 | 707,983 |
| Clover M. Drinkwater | 3,180,239 | 71,521 | 707,983 |
| Richard W. Swan | 3,225,625 | 26,135 | 707,983 |

Messrs. Bentley, Dalrymple, Swan and Ms. Drinkwater were elected.

Proposal 2: Approval of the Company's Named Executive Officers Compensation ("Say-on-Pay"):

| Say-on-Pay | | | |
|------------|---------------|-----------------|------------------|
| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
| 3,020,823 | 109,545 | 120,115 | 707,983 |

The Company's Named Executive Officers compensation was approved.

Proposal 3: Frequency of the Say-on-Pay Vote:

| Frequency of Say-on-Pay | | | | |
|-------------------------|---------|---------|---------|------------------|
| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
| 2,462,611 | 164,327 | 454,374 | 170,448 | 707,983 |

The frequency of the Say-on-Pay vote is every 1 Year.

Proposal 4: Approval of the Company's Amended and Restated Restricted Stock Plan:

| Amended and Restated Restricted Stock Plan | | | |
|--|---------------|-----------------|------------------|
| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
| 2,920,962 | 231,208 | 99,591 | 707,983 |

The Company's Amended and Restated Restricted Stock Plan was approved.

Proposal 5: Ratification of the Appointment of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2013

| Votes For | Votes Against | Abstain |
|-----------|---------------|---------|
| 3,873,071 | 52,505 | 34,168 |

The appointment of Crowe Horwath LLP was ratified.

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, thereunto duly authorized.

CHEMUNG FINANCIAL CORPORATION

May 10, 2013

By: Ronald M. Bentley

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Ronald M. Bentley
President & Chief Executive Officer
