

CCFNB BANCORP INC
Form 8-K
May 09, 2013

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): **May 7, 2013**

CCFNB BANCORP, INC.

(Exact name of registrant as specified in its new charter)

Pennsylvania **0-19028** **23-2254643**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Indent. No.)

232 East Street, Bloomsburg, PA **17815**
(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code **(570) 784-4400**

N/A

(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K 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.

(a) CCFNB Bancorp, Inc. (the “Company”) held its annual meeting of shareholders on May 7, 2013. Each matter voted upon at the meeting and the results of the voting on each such matter are presented in (b) below.

(b) Proposal 1 – Election of five Directors to Class 3 for a term of three years.

| <u>Director</u> | <u>Votes For Votes Withheld Broker Non-Votes</u> | | |
|-------------------------|---|--------|---------|
| Lance O. Diehl | 1,230,820 | 41,571 | 337,303 |
| Glenn E. Halterman | 1,243,079 | 29,312 | 337,303 |
| Joanne I. Keenan | 1,182,880 | 89,512 | 337,303 |
| W. Bruce McMichael, Jr. | 1,243,985 | 28,406 | 337,303 |
| Charles B. Pursel | 1,180,074 | 92,317 | 337,303 |

Messrs. Diehl, Halterman, McMichael, and Pursel and Ms. Keenan were elected.

Proposal 2 – Non-binding advisory vote to approve the compensation paid to our named executive officers.

| <u>Votes For Votes Against Abstentions Broker Non-Votes</u> | | | |
|--|--------|--------|---------|
| 1,138,827 | 91,007 | 42,556 | 337,304 |

The compensation paid to our named executive officers was approved.

Proposal 3 – Non-binding advisory vote on the frequency of the advisory vote on the compensation paid to our named executive officers.

| <u>Every 1 Year</u> | <u>Every 2 Years</u> | <u>Every 3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|----------------------------|-----------------------------|-----------------------------|-----------------------|--------------------------------|
| 171,614 | 110,467 | 919,637 | 70,671 | 337,306 |

The every three year advisory vote frequency on the compensation paid to executive officers was approved.

Proposal 4 – Ratification of the selection of J.H. Williams & Co., LLP, as the independent registered public accounting firm for 2013.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 1,559,458 | 16,223 | 32,126 | 1,888 |

The selection of J.H. Williams & Co., LLP was ratified.

(c) Not applicable.

(d) The Company's Board of Directors has not yet considered the results of the stockholder advisory vote on the frequency of future advisory votes on executive compensation (Say-on-Pay votes) or determined how often to hold future Say-on-Pay votes. The Company will disclose such determination when it is made through an amendment to this Form 8-K.

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.

CCFNB
BANCORP,
INC.

/S/ Jeffrey T.
Arnold,
CPA, CIA
Jeffrey T.
Arnold,
CPA, CIA

Chief
Financial
Officer

Dated: May 7, 2013