

ORRSTOWN FINANCIAL SERVICES INC
Form 8-K/A
May 02, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

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 29, 2014

ORRSTOWN FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

001-34292
(Commission

File Number)

23-2530374
(IRS Employer

Identification No.)

77 East King Street, P.O. Box 250, Shippensburg,

Pennsylvania

3(Address of principal executive offices)

Registrant's telephone number, including area code: (717) 532-6114

17257

(Zip Code)

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)).

Explanatory Note

This Amendment No. 1 to Form 8-K of Orrstown Financial Services Inc. (the Company) is being filed to correct an error in the tabulation of votes for each nominee for director at the Company's 2014 Annual Meeting of Shareholders (the Annual Meeting) reported in the Company's Form 8-K filed with the Securities and Exchange Commission on May 1, 2014 (the Original Form 8-K). The correct vote tabulation for each nominee for director, the amended and restated Employee Stock Purchase Plan and the non-binding advisory vote regarding the compensation paid to our name executive officers appears below. No other proposals presented at the Annual Meeting were affected and the Original Form 8-K remains unchanged in all other respects.

ORRSTOWN FINANCIAL SERVICES, INC.

INFORMATION TO BE INCLUDED IN THE REPORT

Section 5 Corporate Governance and Management

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

(1) Election of Directors

| Nominee | For | Withheld | Broker Non-Vote |
|-------------------|------------|-----------------|------------------------|
| Jeffrey W. Coy | 4,399,178 | 513,696 | 898,756 |
| Eric A. Segal | 4,192,341 | 720,533 | 898,756 |
| Joel R. Zullinger | 4,549,124 | 363,750 | 898,756 |

(2) Approval of the amended and restated Employee Stock Purchase Plan

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 4,428,317 | 382,547 | 102,009 | 898,757 |

(3) Approval of the non-binding advisory vote regarding the compensation paid to our named executive officers

| | | | |
|------------|----------------|----------------|------------------------|
| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|

| | | | |
|-----------|---------|---------|---------|
| 4,090,562 | 661,567 | 160,754 | 898,756 |
|-----------|---------|---------|---------|

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 2, 2014

By: /s/ David P. Boyle
David P. Boyle

Executive Vice President & Chief Financial Officer

(Duly Authorized Representative)