

LCNB CORP  
Form 8-K  
April 29, 2014

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

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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 29, 2014

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio  
(State or other jurisdiction of  
incorporation)

001-35392  
(Commission File No.)

31-1626393  
(IRS Employer Identification  
Number)

2 North Broadway, Lebanon, Ohio

45036

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (513) 932-1414

N/A

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

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

The Annual Meeting of the shareholders of LCNB was held on April 29, 2014. At the meeting, the following items were voted on by the shareholders of LCNB:

1. Electing three Class III directors for a three-year term;
2. Adopting a non-binding resolution to approve the compensation of LCNB's named executive officers; and
- 3.

Ratifying the appointment of BKD, LLP as the independent registered accounting firm for LCNB for the fiscal year ending December 31, 2014.

The following nominees were elected as Class III directors by the votes indicated below. In addition to the votes reported below, there were 1,545,862 broker non-votes on the proposal for the election of directors.

| <u>Director</u>    | <u>For</u> | <u>Withheld</u> |
|--------------------|------------|-----------------|
| George L. Leasure  | 5,699,790  | 279,978         |
| William H. Kaufman | 5,697,685  | 282,083         |
| Rick L. Blossom    | 5,859,880  | 119,888         |

The non-binding resolution to approve the compensation of LCNB's named executive officers was approved by the votes indicated below. There were 1,545,862 broker non-votes on this proposal.

| <u>For</u>       | <u>Against/Abstained</u> |
|------------------|--------------------------|
| <u>5,519,276</u> | <u>122,434</u>           |

The ratification of the appointment of BKD, LLP as the independent registered accounting firm for LCNB was approved by the votes indicated below. There were no broker non-votes on this proposal.

| <u>For</u>       | <u>Against/Abstained</u> |
|------------------|--------------------------|
| <u>7,378,074</u> | <u>12,214</u>            |



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.

LCNB CORP.

Date: April 29, 2014

By: /s/ Robert C. Haines II

Robert C. Haines II

Chief Financial Officer