

FRANKLIN FINANCIAL SERVICES CORP /PA/  
Form 8-K  
May 03, 2019

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 3, 2019

FRANKLIN FINANCIAL SERVICES CORPORATION

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

Pennsylvania

001-38884

25-1440803

(State or other jurisdiction

(Commission

(IRS Employer

of incorporation)

File Number)

Indent. No.)

20 South Main Street, Chambersburg, PA

17201

(Address of principal executive office)

(Zip Code)

Registrant's telephone number, including area code

(717) 264-6116

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

Franklin Financial Services Corporation (the “Company”) held its annual meeting of shareholders on April 30, 2018. The Board of Directors submitted the following proposals to a vote of security holders and the results of the voting on each proposal are presented below.

Proposal 1 – Election of four Directors to Class B for a term of three years.

| Director               | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|-----------|----------------|------------------|
| Martin R. Brown        | 1,683,344 | 29,104         | 1,011,915        |
| Gregory A. Duffey      | 1,672,445 | 40,003         | 1,011,915        |
| Allan E. Jennings, Jr. | 1,674,146 | 38,302         | 1,011,915        |
| Patricia D. Lacy       | 1,663,205 | 49,243         | 1,011,915        |

Directors Brown, Duffy, Jennings and Lacy were elected.

Proposal 2 – Advisory Vote on Compensation of Named Executive Officers (Say-On-Pay).

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,598,997 | 76,017        | 37,434      | 1,011,915        |

Proposal 3 – Amendment to the Articles of Incorporation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,659,918 | 29,314        | 23,216      | 1,011,915        |

This proposal was not approved, as the total votes cast “for” were less than the required minimum of 50% of all outstanding shares.

#### Proposal 4 – 2019 Omnibus Stock Incentive Plan

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,565,472 | 103,606       | 43,369      | 1,011,915        |

Proposal 5 – Ratification of the selection of BDO USA, LLP, as the independent registered public accounting firm for 2019.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,699,219 | 19,753        | 5,391       | 0                |

The selection of BDO USA, 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 hereunto duly authorized.

FRANKLIN FINANCIAL SERVICES CORPORATION

/s/ Timothy G. Henry

Timothy G. Henry,

President and Chief Executive Officer

Dated: May 3, 2019

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