

ORRSTOWN FINANCIAL SERVICES INC
Form 8-K
May 01, 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):
April 30, 2019

ORRSTOWN
FINANCIAL
SERVICES,
INC.

(Exact name of
registrant as
specified in its
charter)

| | | |
|--|----------------------|---|
| Pennsylvania | 001-34292 | 23-2530374 |
| (State or other jurisdiction of incorporation) | (SEC File Number) | (IRS Employer Identification No.) |

| | |
|---|---------------|
| 77 East King Street, P.O. Box 250, Shippensburg, Pennsylvania | 17257 |
| (Address of principal executive offices) | (Zip Code) |

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

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)).

Indicate by check mark
whether the registrant is an
emerging growth company as
defined in Rule 405 of the
Securities Act of 1933
(§230.405 of this chapter) or

Rule 12b-2 of the Securities
Exchange Act of 1934
(§240.12b-2 of this chapter).

o Emerging growth
company

If an emerging
growth company,
indicate by check
mark if the registrant
has elected not to use
the extended

o transition period for
complying with any
new or revised
financial accounting
standards provided
pursuant to Section
13(a) of the
Exchange Act.

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

(a) On April 30, 2019, Orrstown Financial Services, Inc. (the "Company") held its annual meeting of shareholders.

(b) The following is a record of the vote on each matter presented at the annual meeting.

(1) Elect four (4) directors to Class B for three (3) year terms expiring in 2022.

| Nominee | For | Withheld | Broker Non-Vote |
|----------------------------|-----------|-----------|--------------------|
| Mark K. Keller | 5,142,692 | 1,082,936 | 1,228,417 |
| Thomas R. Quinn, Jr. | 5,943,864 | 281,764 | 1,228,417 |
| Michael J. Rice | 5,931,720 | 293,908 | 1,228,417 |
| Glenn W. Snoke | 5,165,978 | 1,059,650 | 1,228,417 |

(2) Approve a non-binding advisory vote regarding the compensation paid to our named executive officers ("Say-On-Pay").

| For | Against | Abstain | Broker Non-Vote |
|-----------|-----------|---------|--------------------|
| 3,532,281 | 2,332,154 | 361,193 | 1,228,417 |

(3) Ratify the Audit Committee's selection of Crowe LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

| For | Against | Abstain |
|-----------|---------|---------|
| 7,317,605 | 76,881 | 59,559 |

There were no broker non-votes on the ratification of the independent registered public accounting firm.

(4) Transact such other business as may properly come before the Annual Meeting.

| For | Against | Abstain | Broker Non-Vote |
|-----------|-----------|---------|--------------------|
| 3,481,143 | 2,408,814 | 335,671 | 1,228,417 |

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
1,
2019

/s/ Thomas R.
Quinn, Jr.

By:

Thomas R.
Quinn, Jr.
President and
Chief Executive
Officer
(Duly Authorized
Representative)