

FIRST KEYSTONE CORP  
Form 8-K  
May 07, 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**

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Date of Report (Date of earliest event reported): May 6, 2014

**First Keystone Corporation**

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(Exact name of registrant as specified in its charter)

**Pennsylvania**    **2-88927**    **23-2249083**  
(State or other jurisdiction of incorporation)       (Commission File Number)       (IRS Employer Identification No.)

**111 West Front Street, Berwick, Pennsylvania 18603**  
(Address of principal executive offices)                                        (Zip Code)

**(570) 752-3671**

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(Registrant's telephone number, including area code)

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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))

**CURRENT REPORT ON FORM 8-K**

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

On May 6, 2014, the Corporation held its Annual Meeting. A total of 5,521,133 shares of the Corporation's common stock were entitled to vote as of March 11, 2014, the record date for the Annual Meeting. There were 4,373,989 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on three (3) proposals. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 – Election of Class C Directors**

The shareholders voted to elect three (3) Class C Directors to serve for a term of three (3) years and until their successor is elected and qualified. The results of the vote were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Don E. Bower	3,376,294	63,735	933,960
Robert A. Bull	3,302,943	137,086	933,960
Matthew P. Prosseda	3,351,381	88,648	933,960

**Proposal No. 2 – Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2014**

The shareholders voted to ratify the selection of BDO USA, LLP as the Corporation's independent registered public accounting firm for the fiscal year 2014. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstaining</b>	<b>Broker Non-Votes</b>
4,314,166	40,153	19,670	0

**Proposal No. 3 – Advisory Vote on Executive Compensation**

The shareholders voted, on an advisory basis, to approve the compensation of the Company’s named executive officers as disclosed in the Company’s proxy statement. The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
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3,290,156	95,341	54,532	933,960
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**Item 7.01 Regulation FD Disclosure**

On May 6, 2014 members of management gave presentations at the Annual Meeting. A copy of these slides and related material is included in this report as Exhibit 99.1 and is furnished herewith.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit Number Description**

99.1 Annual Meeting Presentation Slides.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIRST KEYSTONE CORPORATION**  
(Registrant)

Dated: May 7, 2014 /s/ Matthew P. Prosseda  
Matthew P. Prosseda  
President & Chief Executive Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

99.1 Annual Meeting Presentation Slides.