

CNB FINANCIAL CORP/PA  
Form 8-K  
April 17, 2014

**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 15, 2014**

**CNB FINANCIAL CORPORATION**

**(Exact name of Registrant as specified in its Charter)**

**Pennsylvania**  
**(State or other jurisdiction**  
  
**of incorporation)**

**000-13396**  
**(Commission**  
  
**File No.)**

**25-1450605**  
**(IRS Employer**  
  
**Identification Number)**

Edgar Filing: CNB FINANCIAL CORP/PA - Form 8-K

**1 South Second Street**

**PO Box 42**

**Clearfield, Pennsylvania 16830**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (814) 765-9621**

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:

- .. 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))

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

CNB Financial Corporation (the Corporation) held its Annual Meeting of Shareholders on April 15, 2014 for the purpose of: (i) selecting four Class 1 directors, (ii) electing two Class 2 directors, (iii) voting on a non-binding advisory resolution on the Corporation's compensation program for its named executive officers, (iv) voting on a non-binding advisory basis on the frequency of future say-on-pay votes, (v) ratifying the appointment of independent auditors, and (vi) transacting such other business as would properly come before the meeting.

Results of shareholder voting on the class 1 directors were as follows:

	William F. Falger	Jeffrey S. Powell	James B. Ryan	Peter F. Smith
For	5,636,255	6,881,194	7,122,811	6,882,484
Against or Withheld	2,050,417	805,478	563,861	804,188
Abstentions and Broker Non-Votes	1,830,663	1,830,663	1,830,663	1,830,663

Results of shareholder voting on the class 2 directors were as follows:

	Robert D. Hord	Nick Scott, Jr.
For	7,142,646	7,118,512
Against or Withheld	544,026	568,160
Abstentions and Broker Non-Votes	1,830,663	1,830,663

Results of ratification of the advisory vote on executive compensation were as follows:

For	6,936,938
Against or Withheld	440,300
Abstentions and Broker Non-Votes	2,140,097

Results of ratification of the advisory vote on the frequency of say-on-pay votes were as follows:

One Year	4,000,421
Two Years	599,299
Three Years	2,488,367
Abstentions and Broker Non-Votes	2,429,248

Results of ratification of Crowe Horwath LLP as independent auditors were as follows:

For	9,278,893
-----	-----------

Edgar Filing: CNB FINANCIAL CORP/PA - Form 8-K

Against or Withheld	101,835
Abstentions and Broker Non-Votes	136,607

The total shares voted at the annual meeting were 9,517,335.

The Corporation's press release regarding the results of the Annual Meeting is filed as Exhibit 99.1 herewith and is incorporated by reference herein.

Item 8.01. Other Events

CNB Financial Corporation shareholders and CNB Bank each held separate annual meetings on April 15, 2014.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits: Exhibit 99.1 News Release announcing annual meeting

SIGNATURE

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.

CNB Financial Corporation

Date: April 17, 2014

By: /s/ Brian W. Wingard  
Brian W. Wingard  
Treasurer

**Exhibit Index**

<b>Number</b>	<b>Description</b>
Exhibit 99.1	News Release announcing annual meeting.