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Virginia National Bankshares Corp

Form 8-K

May 23, 2018

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: May 18, 2018

(Date of earliest event reported)

VIRGINIA NATIONAL BANKSHARES CORPORATION

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of
incorporation)

000-55117

(Commission
File Number)

46-2331578

(I.R.S. Employer
Identification No.)

404 People Place

Charlottesville, Virginia 22911

(Address of principal executive offices) (Zip Code)

(434) 817-8621

(Registrant's telephone number, including area code)

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.):

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Virginia National Bankshares Corporation (the “Company”) held its 2018 Annual Meeting of Shareholders on May 18, 2018 (the “Meeting”). At the Meeting, the Company’s shareholders (1) elected each of the 9 persons listed below under Proposal 1 to serve as a director until the Company’s 2019 Annual Meeting of Shareholders; (2) approved, on an advisory basis, the Company’s executive compensation as disclosed in the proxy statement related to the Meeting; and (3) ratified the appointment of Yount, Hyde & Barbour, P.C. as the Company’s independent auditors for 2018. The following tables summarize the results of the voting by the Company’s shareholders.

Proposal 1. Election of 9 directors to serve until the 2019 annual meeting of shareholders:

NOMINEES	VOTES FOR	VOTES WITHHELD	BROKER NON-VOTES
H.K. Benham, III	1,574,065	116,447	401,449
Steven W. Blaine	1,529,195	161,317	401,449
William D. Dittmar, Jr.	1,519,018	171,494	401,449
James T. Holland	1,516,069	174,443	401,449
Linda M. Houston	1,543,520	146,992	401,449
Susan K. Payne	1,392,044	298,468	401,449
Glenn W. Rust	1,560,141	130,370	401,449
Gregory L. Wells	1,574,065	116,447	401,449
Bryan D. Wright	1,574,065	116,447	401,449

Proposal 2. Advisory (non-binding) approval of the Company’s executive compensation:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
1,438,846	53,441	198,225	401,449

Proposal 3. Ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Company’s independent auditors for 2018:

VOTES FOR	VOTES AGAINST	ABSTENTIONS	BROKER NON-VOTES
2,070,726	20,084	1,150	-

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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.

VIRGINIA NATIONAL BANKSHARES CORPORATION

Dated: May 23, 2018

By: /s/ Donna G. Shewmake
Donna G. Shewmake
Executive Vice President, General Counsel and Corporate
Secretary

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