

FARMERS NATIONAL BANC CORP /OH/  
Form 8-K  
May 01, 2013

**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 25, 2013**

**Farmers National Banc Corp.**

(Exact name of registrant as specified in its charter)

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

**001-35296**  
(Commission  
File Number)

**34-1371693**  
(IRS Employer  
Identification No.)

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**20 South Broad Street, P.O. Box 555, Canfield, Ohio**  
(Address of principal executive offices)

**44406-05555**  
(Zip Code)

**(330) 533-3341**

(Registrant's telephone number, including area code)

(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:

- .. 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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

On April 25, 2013, Farmers National Banc Corp. (the Company) held its 2013 Annual Meeting of Shareholders (the 2013 Annual Meeting). At the Annual Meeting, the Company's shareholders approved an amendment to Article IV of the Company's Articles of Incorporation, as amended (the Articles), to increase the Company's authorized common shares from 25,000,000 shares to 35,000,000 shares (the Common Shares Amendment). The Common Shares Amendment will be effective upon filing with the Secretary of State of the State of Ohio.

A copy of the Common Shares Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On April 25, 2013, Farmers National Banc Corp. (the Company) held its 2013 Annual Meeting of Shareholders (the 2013 Annual Meeting) for the purposes of: (i) electing three directors for a term expiring at the 2016 Annual Meeting of Shareholders; (ii) adopting a proposal to amend Article XIII of the Articles to eliminate pre-emptive rights; (iii) adopting a proposal to approve the Common Shares Amendment; (iv) approving a non-binding advisory vote regarding the compensation of the Company's named executive officers as disclosed in its proxy statement; (v) ratifying the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013; and (vi) approving the adjournment of the 2013 Annual Meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the 2013 Annual Meeting to adopt the proposed amendments to the Articles. As of the close of business on March 6, 2013, the record date for the 2013 Annual Meeting, 18,795,048 common shares were outstanding and entitled to vote. At the Annual Meeting, 15,020,833, or approximately 79.91%, of the outstanding common shares entitled to vote were represented in person or by proxy.

The results of the voting at the 2013 Annual Meeting are as follows:

- The three nominees for director were elected to serve a three-year term ending at the 2016 Annual Meeting of Shareholders:

| Name            | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------|------------|----------------|------------------|
| Ralph D. Macali | 11,728,620 | 834,843        | 2,457,370        |
| Earl R. Scott   | 11,931,138 | 632,325        | 2,457,370        |
| Gregg Strollo   | 11,911,063 | 652,400        | 2,457,370        |

- By the following vote, the shareholders did not approve the proposal to amend Article XIII of the Articles to eliminate pre-emptive rights:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,548,880 | 1,852,992     | 161,591     | 2,457,370        |

3. By the following vote, the shareholders approved the Common Shares Amendment proposal:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 13,066,396 | 1,886,714     | 67,723      |                  |

4. By the following vote, the shareholders approved an advisory vote on the 2012 compensation paid to the Company's named executive officers:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,729,129 | 1,644,747     | 189,587     | 2,457,370        |

5. The selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013 was ratified:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 14,472,713 | 335,650       | 212,470     |                  |

6. By the following vote, the shareholders approved the adjournment of the 2013 Annual Meeting, if necessary, to solicit additional proxies, in the event there are not sufficient votes at the time of the 2013 Annual Meeting to adopt the proposed amendment to the Articles:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 12,962,790 | 1,950,824     | 107,219     |                  |

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | Amendment to Articles of Incorporation of Farmers National Banc Corp. (filed herewith) |

**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.

**Farmers National Banc Corp.**

By: /s/ John S. Gulas  
John S. Gulas  
President and Chief Executive Officer

Date: May 1, 2013