

AUBURN NATIONAL BANCORPORATION, INC  
Form 8-K  
May 16, 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): May 15, 2014 (May 13, 2014)**

**AUBURN NATIONAL BANCORPORATION, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**0-26486**  
**(Commission**

**63-0885779**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**100 North Gay Street, P.O. Drawer 3110, Auburn, Alabama 36831-3110**

**(Addresses of Principal Executive Offices, including Zip Code)**

**(334) 821-9200**

**(Registrant's Telephone Number, including Area Code)**

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**

The Annual Meeting of Shareholders (the Annual Meeting ) of Auburn National Bancorporation, Inc. (the Company ) was held on May 13, 2014. This meeting was held for the purpose of considering the election of 10 directors to the Board of Directors to serve one-year terms expiring at the Company s 2015 Annual Meeting of Shareholders and until their successors have been elected and qualified. As to the election of 10 directors, E.L. Spencer, Jr., C. Wayne Alderman, Terry Andrus, J. Tutt Barrett, Robert W. Dumas, J.E. Evans, William F. Ham, Jr., David E. Housel, Anne M. May, and Edward Lee Spencer III were all elected to the Board of Directors. In addition, at the Annual Meeting, the shareholders approved, on a non-binding, advisory basis, the compensation of the Company s named executive officers as disclosed in the Proxy Statement.

The final voting results of the director elections and approval of compensation for the Company s named executive officers , which were described in more detail in the Proxy Statement, are set forth below:

1. Each director was elected by the following tabulation:

Director	Votes For	Withheld	Broker Non-Votes
E.L. Spencer, Jr.	1,995,260	41,209	1,128,305
C. Wayne Alderman	1,994,657	41,812	1,128,305
Terry Andrus	1,979,454	57,015	1,128,305
J. Tutt Barrett	1,994,762	41,707	1,128,305
Robert W. Dumas	1,994,460	42,009	1,128,305
J.E. Evans	1,979,854	56,615	1,128,305
William F. Ham, Jr.	1,993,180	43,289	1,128,305
David E. Housel	1,989,657	46,812	1,128,305
Anne M. May	1,994,460	42,009	1,128,305
Edward Lee Spencer III	1,993,962	42,507	1,128,305

2. The non-binding, advisory vote on the compensation of the Company s named executive officers as disclosed in the proxy statement was approved by the following tabulation:

For	Against	Abstain	Broker Non-Votes
1,963,571	41,325	31,573	1,128,305

**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 hereunto duly authorized.

**AUBURN NATIONAL BANCORPORATION, INC.**  
***(Registrant)***

/s/ E.L. Spencer, Jr.  
E.L. Spencer, Jr.  
Chairman, President and Chief Executive Officer

Date: May 15, 2014