

LCNB CORP
Form 8-K
April 29, 2015

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 28, 2015

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio
(State or other jurisdiction
of incorporation)

001-35392
(Commission File No.)

31-1626393
(IRS Employer
Identification Number)

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2 North Broadway, Lebanon, Ohio
(Address of principal executive offices)

45036
(Zip Code)

Registrant's telephone number, including area code: (513) 932-1414

N/A

(Former name or former address, if changed since last report)

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

The Annual Meeting of the shareholders of LCNB was held on April 28, 2015. At the meeting, the following items were voted on by the shareholders of LCNB:

1. Electing three Class I directors for a three-year term;
2. Adopting the 2015 Ownership Incentive Plan; and
- 3.

Ratifying the appointment of BKD, LLP as the independent registered accounting firm for LCNB for the fiscal year ending December 31, 2015.

The following nominees were elected as Class I directors by the votes indicated below. In addition to the votes reported below, there were 1,760,822 broker non-votes on the proposal for the election of directors.

| <u>Director</u> | <u>For</u> | <u>Withheld</u> |
|-------------------------|------------|-----------------|
| Stephen P. Wilson | 5,869,485 | 49,374 |
| John Kochensparger, III | 5,684,934 | 233,925 |
| Spencer S. Cropper | 5,821,747 | 97,712 |

The adoption of the 2015 Ownership Incentive Plan was approved by the votes indicated below. There were 1,760,822 broker non-votes on this proposal.

| <u>For</u> | <u>Against/Abstained</u> |
|------------|--------------------------|
| 5,526,951 | 163,686 |

The ratification of the appointment of BKD, LLP as the independent registered accounting firm for LCNB was approved by the votes indicated below. There were no broker non-votes on this proposal.

| <u>For</u> | <u>Against/Abstained</u> |
|------------|--------------------------|
| 7,599,959 | 16,928 |

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 thereunto duly authorized.

LCNB CORP.

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the form is filed by
more than one
reporting person,
see Instruction
4(b)(v).**Intentional
misstatements or
omissions of facts
constitute Federal
Criminal
Violations. *See* 18
U.S.C. 1001 and 15
U.S.C.
78ff(a).(1)Issued
pursuant to the
Carnival
Corporation 2011
Stock Plan. The
restriction on the
shares lapses on the
third anniversary of
the grant
date.(2)The Board
of Directors
approved a value of
\$175,000 to be
awarded to the
reporting person in
the form of
restricted shares.
The number of
shares was
determined by
dividing the closing
price of a share of
Carnival
Corporation
common stock on
April 16, 2019 and
dividing it into
\$175,000, then

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rounding down to
the nearest whole
share.

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a currently valid OMB number.

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Robert C. Haines II

Chief Financial Officer