

PENNS WOODS BANCORP INC  
Form 8-K  
April 25, 2019

**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**

**April 23, 2019**

Date of Report (Date of earliest event reported)

**PENNS WOODS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

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

**000-17077**  
(Commission  
File Number)

**23-2226454**  
(IRS Employer  
Ident. No.)

**300 Market Street, P.O. Box 967, Williamsport, Pennsylvania**  
(Address of principal executive offices)

**17703-0967**  
(Zip Code)

**(570) 322-1111**

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Registrant's telephone number, including area code

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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

On April 23, 2019, Penns Woods Bancorp, Inc. (the Company) held its 2019 Annual Meeting of Shareholders for which the Board of Directors solicited proxies to consider and vote upon the proposals described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2019. As of the record date for the Annual Meeting, holders of a total of 4,691,947 shares of the Company's common stock were entitled to vote on the matters considered at the Annual Meeting.

The proposals voted on at the Annual Meeting by shareholders of the Company and the voting results were as follows:

Proposal No. 1. Election of Class 1 directors.

Nominees	For	Withheld	Broker Nonvotes
Daniel K. Brewer	2,378,086.97	165,522.66	1,228,084.00
Michael J. Casale, Jr.	2,120,250.84	423,984.79	1,228,084.00
Joseph E. Kluger	2,368,622.40	175,613.24	1,228,084.00
R. Edward Nestlerode, Jr.	2,092,847.38	450,762.26	1,228,084.00
William H. Rockey	2,295,912.27	248,323.36	1,228,084.00

Proposal No. 2. Non-binding (advisory) vote on the approval of executive compensation.

1,334,417.50	1,136,868.70	72,949.43	1,228,084.00
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Proposal No. 3. Ratification of the appointment of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the year ending December 31, 2019.

3,720,807.26	21,359.52	30,152.86	0
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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.

PENNS WOODS BANCORP, INC.

Dated: April 25, 2019

By: */s/ Brian L. Knepp*  
Brian L. Knepp  
President and Chief Financial Officer