

AUBURN NATIONAL BANCORPORATION, INC
Form 8-K
May 11, 2018

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 11, 2018 (May 8, 2018)

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))
Indicate by check mark whether the registrant is an emerging growth company 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

The Annual Meeting of Shareholders (the Annual Meeting) of Auburn National Bancorporation, Inc. (the Company) was held on May 8, 2018. This meeting was held for the purpose of considering the election of 11 directors to the Board of Directors to serve one-year terms expiring at the Company s 2019 Annual Meeting of Shareholders and until their successors have been elected and qualified. As to the election of 11 directors, E.L. Spencer, Jr., C. Wayne Alderman, Terry Andrus, J. Tutt Barrett, Robert W. Dumas, William F. Ham, Jr., David E. Housel, Anne M. May, Amy B. Murphy, Edward Lee Spencer III and Patricia Wade, M.D. 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:

- Each director was elected by the following tabulation:

| Director | Votes For | Withheld |
|------------------------|-----------|----------|
| E.L. Spencer, Jr. | 2,053,302 | 8,220 |
| C. Wayne Alderman | 2,053,174 | 8,348 |
| Terry Andrus | 1,949,784 | 111,738 |
| J. Tutt Barrett | 2,054,373 | 7,149 |
| Robert W. Dumas | 2,053,259 | 8,263 |
| William F. Ham, Jr. | 2,050,458 | 11,064 |
| David E. Housel | 2,053,028 | 8,494 |
| Anne M. May | 2,000,527 | 60,995 |
| Amy B. Murphy | 2,053,773 | 7,749 |
| Edward Lee Spencer III | 2,051,672 | 9,850 |
| Patricia Wade, M.D. | 2,053,567 | 7,955 |

- 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 |
|-----------|---------|---------|
| 2,035,773 | 9,980 | 15,769 |

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/ Robert W. Dumas
Robert W. Dumas
President and Chief Executive Officer

Date: May 11, 2018