

QNB CORP  
Form 8-K  
May 24, 2016

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTIONS 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

May 24, 2016

Date of report (Date of earliest event reported)

**QNB Corp.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of  
incorporation or organization)

**0-17706**

(Commission File Number)

**23-2318082**

(I.R.S. Employer Identification No.)

**15 North Third Street, P.O. Box 9005, Quakertown, PA**

(Address of principal executive offices)

**18951-9005**

(Zip Code)

Registrant's telephone number, including area code: (215) 538-5600

**Not Applicable**

(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 communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On May 24, 2016, QNB Corp. (the “Company”) held its 2016 Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders of the Company voted on the following proposals stated in the Proxy Statement dated April 12, 2016.

As of the record date for the Annual Meeting, holders of a total of 3,373,266 shares of the Company’s Common Stock were entitled to vote on the matters considered at the Annual Meeting. The proposals voted on and a record of the vote on each matter presented to the shareholders of the Company at the Annual Meeting were as follows:

Proposal No. 1: Election of Class I Directors to serve a term of three years and until their successors are elected:

Name	Votes For	Votes Withheld	Broker Non-Votes
Autumn R. Bayles	2,022,627	61,471	554,208
David W. Freeman	2,051,193	32,904	554,208
Gary S. Parzych	2,049,886	34,211	554,208

Proposal No. 2: An advisory vote to approve the compensation of the named executive officers as presented in the Proxy Statement:

Votes For	Votes Against	Abstain	Broker Non-Votes
1,949,113	63,668	71,316	554,208

Proposal No. 3: The Company’s shareholders approved and adopted the 2016 Employee Stock Purchase Plan as set forth below:

Votes For	Votes Against	Abstain	Broker Non-Votes
2,014,817	53,000	16,280	554,208

Proposal No. 4: To ratify the appointment of Baker Tilly Virchow Krause, LLP as QNB's independent registered public accounting firm for 2016:

Votes	Votes	
For	Against	Abstain
2,626,202	2,187	9,916

**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.

QNB Corp.

Date: May 24, 2016

By:

/s/ Janice McCracken Erkes  
Janice McCracken Erkes  
Chief Financial Officer