

MID PENN BANCORP INC  
Form 8-K  
May 06, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 6, 2014

MID PENN BANCORP, INC.

(Exact name of registrant as specified in its charter)

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|                                                                                               |                                                                            |                                            |
|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------|
| (State or Other Jurisdiction of<br>Incorporation or Organization)                             | (Commission File Number)                                                   | (I.R.S. Employer<br>Identification Number) |
| 349 Union Street<br><br>Millersburg, Pennsylvania<br>(Address of Principal Executive Offices) | 1.866.642.7736<br><br>(Registrant's telephone number, including area code) | 17061<br>(Zip 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 (see General Instruction A.2. below):

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))

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MID PENN BANCORP, INC.

CURRENT REPORT ON FORM 8-K

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

On May 6, 2014, Mid Penn Bancorp, Inc. (the “Corporation”) held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders of the Corporation voted on the following proposals described in the Proxy Statement dated March 27, 2014.

The proposals voted on and approved or disapproved by the shareholders of the Corporation at the Annual Meeting were as follows:

Proposal No. 1. The Corporation’s shareholders elected four individuals to serve as Class A members of the Board of Directors to serve for a three-year term and until their successors are elected and qualified, as set forth below:

| Name              | Votes     | Votes    | Broker    |
|-------------------|-----------|----------|-----------|
|                   | For       | Withheld | Non-Votes |
| Matthew G. DeSoto | 2,357,984 | 78,732   | 417,656   |
| Robert C. Grubic  | 2,226,811 | 209,905  | 417,656   |
| Gregory M. Kerwin | 2,382,515 | 54,201   | 417,656   |
| John E. Noone     | 2,216,396 | 220,320  | 417,656   |

Proposal No. 2. The Corporation’s shareholders ratified a non-binding proposal to approve the executive compensation, as described in the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) regarding the named executive officers in the Corporation’s Proxy Statement, as set forth below:

| Votes     | Votes   |             | Broker    |
|-----------|---------|-------------|-----------|
| For       | Against | Abstentions | Non-Votes |
| 2,110,461 | 248,500 | 77,754      | 417,657   |

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Proposal No. 3. The Corporation's shareholders ratified the appointment of BDO USA, LLP, of Harrisburg, Pennsylvania, as the Corporation's independent registered public accounting firm for the year ending December 31, 2014, as set forth below:

| Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--------------|------------------|-------------|---------------------|
| 2,796,529    | 7,031            | 50,812      | -                   |

Proposal No. 4. The Corporation's shareholders approved the Mid Penn Bancorp, Inc. 2014 Restricted Stock Plan, as set forth below:

| Votes<br>For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|--------------|------------------|-------------|---------------------|
| 2,097,501    | 327,478          | 11,736      | 417,657             |

Item 7.01 Regulation FD Disclosure.

The slides used and presented at the Annual Meeting of Shareholders are attached hereto as Exhibit 99.1.

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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, thereunto duly authorized.

MID PENN  
BANCORP,  
INC.

(Registrant)

Date: May 6, 2014 By: /s/ Rory G.  
Ritrievi  
Rory G.  
Ritrievi  
President  
and Chief  
Executive  
Officer

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Exhibit 99.1

| Exhibit Number | Exhibits                                       |
|----------------|------------------------------------------------|
| 99.1           | Slides from the Annual Meeting of Shareholders |