

ARROW FINANCIAL CORP  
Form 8-K  
May 07, 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): May 6, 2015

ARROW FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                               |                                     |                                                 |
|---------------------------------------------------------------|-------------------------------------|-------------------------------------------------|
| New York<br>(State or other jurisdiction of<br>incorporation) | 0-12507<br>(Commission File Number) | 22-2448962<br>(IRS Employer Identification No.) |
|---------------------------------------------------------------|-------------------------------------|-------------------------------------------------|

250 GLEN STREET, GLENS FALLS, NEW YORK 12801  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (518) 745-1000

(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))
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Item 5.07 - Submission of Matters to a Vote of Security Holders.

Arrow Financial Corporation (the "Company") held its 2015 Annual Meeting of Shareholders on May 6, 2015. As of the record date, March 9, 2015, there were 12,698,632 shares of the Company's common stock outstanding and entitled to vote. The holders of 9,696,188 shares of common stock, 76.36% of the outstanding shares entitled to vote as of the record date, were represented at the meeting in person or by proxy, and this amount represented a quorum. The proposals are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on March 26, 2015. At the 2015 Annual Meeting, our shareholders elected four Class B director nominees with terms expiring in 2018 to the Board of Directors and one Class A director nominee with a term expiring in 2017, approved on an advisory basis our executive compensation and ratified the selection of the independent registered public accounting firm, KPMG LLP, as our independent auditor for the fiscal year ending December 31, 2015.

The matters acted upon at the Annual Meeting, and the voting tabulation for each matter, are as follows:

- 1: The election of four (4) directors to Class B for a term of three (3) years and one (1) director to Class A for a term of two (2) years or until their successors shall have been elected and qualified.

|                            | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------------|-----------|----------------|------------------|
| Class B Director Nominees: |           |                |                  |
| John J. Carusone, Jr.      | 6,776,185 | 320,943        | 2,599,060        |
| Michael B. Clarke          | 6,942,604 | 154,524        | 2,599,060        |
| David G. Kruczynicki       | 6,933,682 | 163,446        | 2,599,060        |
| David L. Moynehan          | 6,803,155 | 293,973        | 2,599,060        |
| Class A Director Nominee:  |           |                |                  |
| William L. Owens           | 6,955,056 | 142,072        | 2,599,060        |

- 2: The ratification of the selection of the independent registered public accounting firm, KPMG LLP, as the Company's independent auditor for the fiscal year ending December 31, 2015.

| Common Stock Voted On: | Votes For | Votes Against | Abstain |
|------------------------|-----------|---------------|---------|
| KPMG LLP               | 9,623,960 | 51,877        | 20,351  |

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.

|       |             |     |                                                                                                                                                    |
|-------|-------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------|
| Date: | May 7, 2015 | By: | ARROW FINANCIAL CORPORATION<br>/s/ Terry R. Goodemote<br>Terry R. Goodemote,<br>Executive Vice President,<br>Treasurer and Chief Financial Officer |
|-------|-------------|-----|----------------------------------------------------------------------------------------------------------------------------------------------------|