

ORRSTOWN FINANCIAL SERVICES INC  
Form 8-K  
May 01, 2014

**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) April 29, 2014**

**ORRSTOWN FINANCIAL SERVICES, INC.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**001-34292**  
**(Commission**

**File Number)**

**23-2530374**  
**(IRS Employer**

**Identification No.)**

**77 East King Street, P.O. Box 250, Shippensburg,  
Pennsylvania**

**3(Address of principal executive offices)**

**17257**

**(Zip Code)**

**Registrant's telephone number, including area code: (717) 532-6114**

**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 (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)).

**ORRSTOWN FINANCIAL SERVICES, INC.**

**INFORMATION TO BE INCLUDED IN THE**

**REPORT**

**Section 5 Corporate Governance and Management**

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

(a) On April 29, 2014, Orrstown Financial Services, Inc. (the Company) held its annual meeting of shareholders.

(b) The following is a record of the vote on each matter presented at the annual meeting.

(1) Election of Directors

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Jeffrey W. Coy	5,297,934	513,534	898,756
Eric A. Segal	5,091,097	575,178	898,756
Joel R. Zullinger	5,447,880	363,588	898,756

(2) Approval of the amended and restated Employee Stock Purchase Plan

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
5,327,074	382,547	102,009	898,757

(3) Approval of the non-binding advisory vote regarding the compensation paid to our named executive officers

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
4,989,318	661,567	160,754	898,756

(4) Ratification of appointment of the Audit Committee's selection of Smith Elliott Kearns & Company, LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
5,549,082	185,083	77,465

There were no broker non-votes on the ratification of auditors.

**ORRSTOWN FINANCIAL SERVICES, INC.**

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Section 7 Regulation FD**

**Item 7.01. Regulation FD Disclosure.**

On April 29, 2014, Orrstown Financial Services, Inc. held its 2014 annual meeting of shareholders (the Annual Meeting ). A copy of the presentation given at the Annual Meeting is being furnished herewith as Exhibit 99 and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99	Presentation Annual Shareholder Meeting, dated April 29, 2014

**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.

**ORRSTOWN FINANCIAL SERVICES, INC.**

Date: April 30, 2014

By: /s/ David P. Boyle  
David P. Boyle  
Executive Vice President & Chief Financial Officer  
(Duly Authorized Representative)