

ESSA Bancorp, Inc.
Form 8-K
March 10, 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): March 5, 2015

ESSA BANCORP, INC.
(Exact Name of Registrant as Specified in its Charter)

Pennsylvania
(State or Other Jurisdiction
of Incorporation)

001-33384
(Commission
File No.)

20-8023072
(I.R.S. Employer
Identification No.)

200 Palmer Street, Stroudsburg, Pennsylvania

18360

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (570) 421-0531

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))

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

On March 5, 2015, the 2015 Annual Meeting of Stockholders of ESSA Bancorp, Inc. (the Company) was held at the Stroudsmoor Country Inn, located at RD #4, Stroudsmoor Road, Stroudsburg, Pennsylvania at 11:00 a.m., local time (the 2015 Annual Meeting). The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies, and the proposals are described in detail in the Company's Proxy Statement filed with the Securities and Exchange Commission on January 28, 2015.

As of the close of business of January 23, 2015, the record date for the Annual Meeting, there were a total of 11,444,378 shares of Company common stock outstanding. The voting results for each proposal, including the votes FOR and AGAINST or WITHHELD, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for the purpose of determining whether a quorum was present but were not treated as votes cast. Therefore, abstentions and broker non-votes (if applicable) did not have the effect of a vote FOR or AGAINST any of the proposals presented at the Annual Meeting and were not counted in determining the number of votes required for approval of each proposal.

All proposals were approved and the final results of the shareholder votes are shown below. There was no other business transacted at the Annual Meeting.

Proposal 1 Election of Directors

The shareholders elected each director nominated to serve for a term of three years.

| | For | Withheld | Broker non-votes |
|----------------------|------------|-----------------|-------------------------|
| Timothy S. Fallon | 7,085,351 | 613,399 | 2,394,425 |
| Philip H. Hosbach IV | 7,087,666 | 611,084 | 2,394,425 |
| Robert C. Selig, Jr. | 7,059,807 | 638,943 | 2,394,425 |

Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm

The shareholders approved the ratification of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2015.

| For | Against | Abstain | Broker non-votes |
|------------|----------------|----------------|-------------------------|
| 9,928,679 | 60,031 | 104,465 | |

Proposal 3 A non-binding proposal to give advisory approval of the Company's executive compensation as described in the proxy statement

The shareholders approved the proposal regarding the compensation of the named executive officers as disclosed in the proxy statement as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 6,855,390 | 743,413 | 99,947 |

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.

ESSA BANCORP, INC.

DATE: March 10, 2015

By: /s/ Gary S. Olson
Gary S. Olson
President and Chief Executive Officer