

ACNB CORP  
Form 8-K  
May 10, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

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**Date of Report (Date of earliest event reported): May 4, 2010**

**ACNB Corporation**

(Exact name of Registrant as specified in its charter)

**Pennsylvania**  
(State or other  
jurisdiction of  
incorporation)

**0-11783**  
(Commission  
File Number)

**23-2233457**  
(IRS Employer  
Identification No.)

**16 Lincoln Square, Gettysburg, PA**  
(Address of principal executive offices)

**17325**  
(Zip Code)

Date of Report (Date of earliest event reported): May 4, 2010

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717.334.3161

(Registrant's telephone number, including area 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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**CURRENT REPORT ON FORM 8-K****ITEM 5.07****Submission of Matters to a Vote of Security Holders**

On May 4, 2010, ACNB Corporation (the Company) held its 2010 Annual Meeting of Shareholders (the Annual Meeting). A total of 5,928,343 shares of the Company's common stock were entitled to vote as of March 10, 2010, the record date for the Annual Meeting. There were 4,416,005 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on seven (7) proposals. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 Fix the number of Directors**

The shareholders voted to fix the number of Directors at thirteen (13). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstaining</b>	<b>Broker Non-Votes</b>
4,317,284	70,033	28,688	-0-

**Proposal No. 2 Fix the number of Class 1 Directors**

The shareholders voted to fix the number of Class 1 Directors at five (5). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstaining</b>	<b>Broker Non-Votes</b>
4,328,929	67,356	19,720	-0-

**Proposal No. 3 Fix the number of Class 2 Directors**

The shareholders voted to fix the number of Class 2 Directors at four (4). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstaining</b>	<b>Broker Non-Votes</b>
4,320,852	66,712	28,441	-0-

**Proposal No. 4 Fix the number of Class 3 Directors**

The shareholders voted to fix the number of Class 3 Directors at four (4). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstaining</b>	<b>Broker Non-Votes</b>
4,325,923	66,051	24,031	-0-

**Proposal No. 5 Election of Class 1 Directors**

The shareholders voted to elect five (5) Class 1 Directors to serve for terms of three (3) years and until their successors are elected and qualified. The results of the vote were as follows:

Name	For	Withheld	Broker Non-Votes
Ronald L. Hankey	3,247,016	182,578	986,411
James J. Lott	3,393,436	36,158	986,411
Robert W. Miller	3,387,510	42,084	986,411
Marian B. Schultz	3,389,220	40,374	986,411
James E. Williams	3,388,900	40,694	986,411

**Proposal No. 6 Election of Class 2 Director**

The shareholders voted to elect one (1) Class 2 Director to serve for a term of two (2) years and until his successor is elected and qualified. The results of the vote were as follows:

Name	For	Against	Abstaining	Broker Non-Votes
David L. Sites	3,072,092	317,119	40,383	986,411

**Proposal No. 7 Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2010**

The shareholders voted to ratify the selection of ParenteBeard LLC as the Company's independent registered public accounting firm for the fiscal year 2010. The results of the vote were as follows:

For	Against	Abstaining	Broker Non-Votes
4,348,768	21,002	46,235	-0-

**Item 7.01**

**Regulation FD Disclosure**

On May 4, 2010, Thomas A. Ritter, President & Chief Executive Officer of the Registrant, as well as other members of management, gave a presentations at the Annual Meeting. A copy of these slides and related material is included in this report as Exhibit 99.1 and is furnished herewith.

Further, at the Annual Meeting, the Company announced that its common stock has received preliminary approval for listing on The Nasdaq Capital Market. Subject to the final decision to list on The Nasdaq Stock Market, the Company will apply for final approval.

**ITEM 9.01**

**Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Annual Meeting Presentation Slides.
99.2	Press Release dated May 10, 2010

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**ACNB CORPORATION**  
(Registrant)

Dated: May 10, 2010

/s/ David W. Cathell  
David W. Cathell  
Executive Vice President, Treasurer & Chief  
Financial Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

- 99.1 Annual Meeting Presentation Slides.
- 99.2 Press Release dated May 10, 2010