

CNB FINANCIAL CORP/PA  
Form 8-K  
April 21, 2010

# 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 20, 2010

## CNB FINANCIAL CORPORATION

(Exact name of Registrant as specified in its Charter)

Pennsylvania  
(State or other jurisdiction

of incorporation)

000-13396  
(Commission

File No.)  
1 South Second Street

25-1450605  
(IRS Employer

Identification Number)

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**PO Box 42**

**Clearfield, Pennsylvania 16830**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (814) 765-9621**

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**

CNB Financial Corporation held its Annual Meeting of Shareholders on April 20, 2010 for the purpose of selecting three directors, to ratify the appointment of independent auditors, and to transact other business as would properly come before the meeting.

Results of shareholder voting on the directors were as follows:

	<b>Dennis L. Merrey</b>	<b>Deborah Dick Pontzer</b>	<b>Charles H. Reams</b>
For	5,109,894	5,105,409	5,127,341
Against or Withheld	108,485	112,970	91,038
Abstentions and Broker Non-Votes	846,146	846,146	846,146

Results of ratification of Crowe Horwath LLP as independent auditors were as follows:

For	5,920,251
Against or Withheld	106,812
Abstentions and Broker Non-Votes	37,462

The total shares voted at the annual meeting were 6,064,525.

**Item 8.01. Other Events**

CNB Financial Corporation shareholders and CNB Bank each held separate annual meetings on April 20, 2010.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits : Exhibit 99 News Release announcing annual meeting

**SIGNATURE**

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.

CNB Financial Corporation

Date: April 21, 2010

By: /s/ **CHARLES R. GUARINO**  
**Charles R. Guarino**  
**Treasurer**

**Exhibit Index**

<b>Number</b>	<b>Description</b>
Exhibit 99	News Release announcing annual meeting.