

AMERISERV FINANCIAL INC /PA/

Form 8-K

April 23, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

Current Report

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

Date of Report (Date of earliest event reported) April 23, 2014

AMERISERV FINANCIAL, Inc.

(exact name of registrant as specified in its charter)

Pennsylvania 0-11204 25-1424278

(State or other (commission (I.R.S. Employer

jurisdiction File Number) Identification No.)

of Incorporation)

Main and Franklin Streets, Johnstown, Pa. 15901

(address or principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 814-533-5300

N/A

(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-4c))



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

The annual meeting of the shareholders of AMERISERV FINANCIAL, Inc. was held on April 22, 2014. At the Annual Meeting, there were present in person or by proxy 9,902,294 shares of the Company's common stock, representing approximately 52.71% of the total outstanding eligible shares. The proposals considered at the Annual Meeting were voted on as follows:

| <b>Proposal #1</b> | <b>Number of Votes<br/>Cast For Class I<br/>Directors</b> | <b>Withheld</b> | <b>% Voted For</b> |
|--------------------|---|-----------------|--------------------|
|--------------------|---|-----------------|--------------------|

The following directors were elected to three year terms expiring in 2017.

|                       |           |         |        |
|-----------------------|-----------|---------|--------|
| Allan R. Dennison     | 9,451,473 | 450,821 | 95.45% |
| James M. Edwards, Sr. | 9,469,460 | 432,834 | 95.63% |
| Sara A. Sargent       | 9,364,501 | 537,793 | 94.57% |
| Robert L. Wise        | 9,437,994 | 464,300 | 95.31% |

| <b>Proposal #2</b> | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>% Voted For</b> |
|--------------------|------------|----------------|----------------|--------------------|
|--------------------|------------|----------------|----------------|--------------------|

An advisory (non-binding) vote to approve the compensation of the named executive officers.

|  |           |         |         |        |
|--|-----------|---------|---------|--------|
|  | 9,398,209 | 355,613 | 148,472 | 94.90% |
|--|-----------|---------|---------|--------|

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.

AMERISERV FINANCIAL, Inc.

By: /s/Jeffrey A. Stopko

Jeffrey A. Stopko

Executive Vice President

& CFO

Date: April 23, 2014