

PENNS WOODS BANCORP INC  
Form 8-K  
May 01, 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

April 29, 2015  
Date of Report (Date of earliest event reported)

PENNS WOODS BANCORP, INC.  
(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Pennsylvania<br>(State or other jurisdiction<br>of incorporation) | 000-17077<br>(Commission<br>File Number) | 23-2226454<br>(IRS Employer<br>Ident. No.) |
|---|--|--|

|   |                          |
|---|--------------------------|
| 300 Market Street, P.O. Box 967, Williamsport, Pennsylvania<br>(Address of principal executive offices) | 17703-0967<br>(Zip Code) |
|---|--------------------------|

(570) 322-1111  
Registrant's telephone number, including area code

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-4 (c))



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

On April 29, 2015, Penns Woods Bancorp, Inc. (the “Company”) held its 2015 Annual Meeting of Shareholders for which the Board of Directors solicited proxies to consider and vote upon the proposals described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2015. As of the record date for the Annual Meeting, holders of a total of 4,800,662 shares of the Company’s common stock were entitled to vote on the matters considered at the Annual Meeting.

The proposals voted on at the Annual Meeting by shareholders of the Company and the voting results were as follows:

Proposal No. 1. Election of Class I directors.

| Nominees                  | For       | Withheld | Broker Nonvotes |
|---------------------------|-----------|----------|-----------------|
| (01) William J. Edwards   | 2,677,526 | 159,077  | 961,483         |
| (02) Leroy H. Keiler, III | 2,647,708 | 188,895  | 961,483         |
| (03) Jill F. Schwartz     | 2,678,403 | 158,200  | 961,483         |
| (04) Hubert A. Valencik   | 2,651,427 | 185,176  | 961,483         |
| (05) Ronald A. Walko      | 2,620,267 | 216,336  | 961,483         |

Proposal No. 2. Non-binding (advisory) vote on executive compensation.

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|-----------|---------------|-------------|-----------------|
| 2,548,493 | 235,422       | 52,688      | 961,483         |

Proposal No. 3. Ratification of the appointment of S.R. Snodgrass, P.C. as the Company’s independent registered public accounting firm for the year ending December 31, 2015.

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|-----------|---------------|-------------|-----------------|
| 3,708,333 | 58,442        | 31,311      | 0               |

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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.

PENNS WOODS BANCORP, INC.

Dated: May 1, 2015

By: /s/ Brian L. Knepp

Brian L. Knepp Senior Vice President and Chief Financial Officer

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