

ACNB CORP  
Form 8-K  
May 03, 2012

**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 1, 2012**

**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)

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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 1, 2012, ACNB Corporation (the "Company") held its 2012 Annual Meeting of Shareholders (the "Annual Meeting"). A total of 5,945,809 shares of the Company's common stock were entitled to vote as of March 9, 2012, the record date for the Annual Meeting. There were 4,493,356 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on nine (9) 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 To Fix the Number of Directors**

The shareholders voted to fix the number of the Company's Directors at fourteen (14). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,385,021	77,437	14,656	16,242

**Proposal No. 2 To Fix the Number of Class 1 Directors**

The shareholders voted to fix the number of Class 1 Directors at six (6). The results of the vote were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,392,158	73,964	10,992	16,242

**Proposal No. 3 To 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>Abstain</b>	<b>Broker Non-Votes</b>
4,339,494	70,930	66,690	16,242



**Proposal No. 4 To 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>Abstain</b>	<b>Broker Non-Votes</b>
4,381,193	81,424	14,497	16,242

**Proposal No. 5 To Elect Class 1 Director**

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

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
<b>Jennifer L. Weaver</b>	2,997,153	57,145	1,439,058

**Proposal No. 6 To Elect Class 2 Directors**

The shareholders voted to elect four (4) Class 2 Directors to serve for a term of three (3) years and until their successors are elected and qualified. The results of the vote were as follows:

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
<b>Donna M. Newell</b>	2,981,215	73,083	1,439,058
<b>David L. Sites</b>	2,869,589	184,709	1,439,058
<b>Alan J. Stock</b>	2,956,204	98,094	1,439,058
<b>Harry L. Wheeler</b>	2,961,313	92,985	1,439,058

**Proposal No. 7 To Elect Class 3 Director**

The shareholders voted to elect one (1) Class 3 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:

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Name	For	Withheld	Broker Non-Votes
Scott L. Kelley	2,973,115	81,183	1,439,058

**Proposal No. 8 To Conduct a Non-Binding Vote on Executive Compensation**

The shareholders voted to approve, on a non-binding basis, the compensation of the Company's Named Executive Officers. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
2,753,899	198,839	101,560	1,439,058

**Proposal No. 9 To Ratify the Selection of the Independent Auditors for the Fiscal Year Ending December 31, 2012**

The shareholders voted to ratify the selection of ParenteBeard LLC as ACNB Corporation's independent auditors for the fiscal year ending December 31, 2012. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
4,450,573	21,521	21,262	-0-

**ITEM 7.01**      **Regulation FD Disclosure**

On May 1, 2012, Thomas A. Ritter, President & Chief Executive Officer of the Registrant, as well as other members of management, gave a presentation at the 2012 Annual Meeting of Shareholders. A copy of the presentation slides is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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 3, 2012.



**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 3, 2012

/s/ Lynda L. Glass  
Lynda L. Glass  
Executive Vice President,  
Secretary & Chief Governance Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

- 99.1 Annual Meeting Presentation Slides.
- 99.2 Press Release dated May 3, 2012.