

MID PENN BANCORP INC  
Form 8-K  
May 03, 2016

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): May 3, 2016

**MID PENN BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-13677**  
(Commission File Number)

**25-1666413**  
(I.R.S. Employer  
Identification Number)

**349 Union Street**

**1.866.642.7736**

**17061**

**Millersburg, Pennsylvania**

(Address of Principal Executive Offices) (Registrant's telephone number, including area code) (Zip 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))

MID PENN BANCORP, INC.

CURRENT REPORT ON FORM 8-K

**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On May 3, 2016, Mid Penn Bancorp, Inc. (the “Corporation”) held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders of the Corporation voted on the following proposals described in the Proxy Statement dated March 28, 2016.

The proposals voted on and approved or disapproved by the shareholders of the Corporation at the Annual Meeting were as follows:

Proposal No. 1. The Corporation’s shareholders elected four individuals to serve as Class C members of the Board of Directors to serve for a three-year term and until their successors are elected and qualified, as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes	Votes Uncast
Robert A. Abel	2,703,144	73,850	326,025	-
Matthew G. DeSoto	2,619,865	157,129	326,025	-
Theodore W. Mowery	2,656,436	120,558	326,025	-
William A. Specht, III	2,703,382	73,612	326,025	-

Proposal No. 2. The Corporation’s shareholders ratified a non-binding proposal to approve the executive compensation, as described in the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) regarding the named executive officers in the Corporation’s Proxy Statement, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,481,992	92,387	202,615	326,025

Proposal No. 3. The Corporation’s shareholders ratified the appointment of BDO USA, LLP, of Harrisburg, Pennsylvania, as the Corporation’s independent registered public accounting firm for the year ending December 31,

2016, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,039,891	14,885	48,243	-

**Item 7.01 Regulation FD Disclosure.**

The slides used and presented at the Annual Meeting of Shareholders are attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Slides from the Annual Meeting of Shareholders

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, thereunto duly authorized.

**MID PENN BANCORP, INC.**

(Registrant)

Date: May 3, 2016 By: /s/ Rory G. Ritrievi  
Rory G. Ritrievi  
President and Chief Executive  
Officer

Exhibit Number Exhibits

99.1 Slides from the Annual Meeting of Shareholders