

FIRST COMMONWEALTH FINANCIAL CORP /PA/
Form 8-K
April 22, 2011

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

Date of Report (Date of earliest event reported): April 20, 2011

First Commonwealth Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction

of incorporation)

001-11138
(Commission

File Number)

25-1428528
(IRS Employer

Identification No.)

Edgar Filing: FIRST COMMONWEALTH FINANCIAL CORP /PA/ - Form 8-K

22 North Sixth Street,

Indiana, PA

(Address of principal executive offices)

Registrant's telephone number, including area code: (724) 349-7220

15701

(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:

- .. 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 20, 2011, First Commonwealth Financial Corporation (the Company) held its annual meeting of shareholders. At the annual meeting, shareholders of the Company: (1) elected Julie A. Caponi, Ray T. Charley, Gary R. Claus, David S. Dahlmann, John J. Dolan, David W. Greenfield, Luke A. Latimer, James W. Newill, Laurie Stern Singer and Robert J. Ventura to the Board of Directors for terms expiring in 2012; (2) approved the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011; (3) approved the advisory vote on the compensation of the Company's named executive officers; (4) cast the highest number of advisory votes for conducting advisory votes on the compensation of the Company's named executive officers every year; and (5) did not approve a shareholder proposal regarding a report on pay and parity. The final results of voting on each of the matters submitted to a vote of security holders during the annual meeting are as follows.

| | For | Withheld | Abstain | Broker Non-Vote |
|--------------------------|------------|------------|---------|--------------------|
| 1. Election of Directors | | | | |
| Julie A. Caponi | 69,279,961 | 2,555,887 | 949,340 | 14,126,126 |
| Ray T. Charley | 69,157,780 | 2,678,068 | 949,340 | 14,126,126 |
| Gary R. Claus | 68,729,720 | 3,106,128 | 949,340 | 14,126,126 |
| David S. Dahlmann | 69,189,226 | 2,646,622 | 949,340 | 14,126,126 |
| John J. Dolan | 69,138,274 | 2,697,574 | 949,340 | 14,126,126 |
| Johnston A. Glass | 65,538,128 | 6,297,720 | 949,340 | 14,126,126 |
| David W. Greenfield | 69,325,963 | 2,509,885 | 949,340 | 14,126,126 |
| Luke A. Latimer | 55,923,840 | 15,912,008 | 949,340 | 14,126,126 |
| James W. Newill | 68,934,470 | 2,901,378 | 949,340 | 14,126,126 |
| Laurie Stern Singer | 41,046,969 | 30,788,879 | 949,340 | 14,126,126 |
| Robert J. Ventura | 69,205,637 | 2,630,211 | 949,340 | 14,126,126 |
| Wendell R. Hunt* | 8,879 | N/A | N/A | N/A |

* Mr. Hunt was nominated by a shareholder in accordance with the Company's By-Laws. All votes for Mr. Hunt were cast by ballot at the annual meeting.

| | For | Against | Abstain |
|--------------------------------------------------------------------------|------------|-----------|---------|
| 2. Ratification of KPMG LLP as independent registered public accountants | 83,101,591 | 2,340,412 | 519,970 |

| | For | Against | Abstain | Broker Non-Vote |
|------------------------------------------------------------|------------|-----------|---------|--------------------|
| 3. Approval of the advisory vote on executive compensation | 69,201,768 | 4,325,805 | 885,559 | 11,548,841 |

| | One Year | Two Years | Three Years | Abstain | Broker Non-Vote |
|----------------------------------------------------------------------------------|------------|-----------|-------------|-----------|--------------------|
| 4. Approval of advisory vote on the frequency of votes on executive compensation | 57,883,280 | 1,227,223 | 14,186,987 | 1,115,641 | 11,548,842 |

| | For | Against | Abstain | Broker Non-Vote |
|--------------------------------------------------------------|------------|------------|-----------|--------------------|
| 5. Shareholder proposal regarding a report on pay and parity | 11,466,537 | 54,487,028 | 8,459,567 | 11,548,841 |

On April 21, 2011, following the Company's annual meeting of shareholders, the Board of Directors adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next shareholder vote on the frequency of such votes.

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.

Dated: April 22, 2011

FIRST COMMONWEALTH FINANCIAL CORPORATION

By: /s/ Robert E. Rout
Name: Robert E. Rout
Title: Executive Vice President and
Chief Financial Officer