

COMMUNITY BANK SYSTEM, INC.

Form 8-K

May 18, 2018

**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): **May 16, 2018**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-13695**    **16-1213679**  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**5790 Widewaters Parkway, DeWitt,**    **13214**  
**New York**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(315) 445-2282**

Not Applicable

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

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

The 2018 Annual Meeting of Shareholders (the “Annual Meeting”) of Community Bank System, Inc. (the “Company”) was held on May 16, 2018 in Burlington, Vermont. At the Annual Meeting, the Company’s shareholders (i) elected four directors, (ii) approved on a non-binding advisory basis the Company’s executive compensation as set forth in the proxy statement, and (iii) ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2018.

1. The Company’s shareholders elected four individuals to the Board of Directors as set forth below:

Name of Director	Number of Votes		
	For	Withheld	Broker Non-Votes
Neil E. Fesette	37,229,347	1,274,720	5,319,210
Raymond C. Pecor, III	38,139,236	364,831	5,319,210
Sally A. Steele	37,969,565	534,502	5,319,210
Mark E. Tryniski	38,129,161	374,906	5,319,210

2. The Company’s shareholders approved, on a non-binding advisory vote, our executive compensation programs, as described in the proxy statement, as set forth below:

For	Against	Abstain	Broker Non-Votes
36,635,226	1,416,014	452,828	5,319,210

3. The Company’s shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018 as set forth below:

For	Against	Abstain
43,387,039	332,119	104,119

**Item 8.01 Other Events**

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On May 17, 2018, the Company issued a press release announcing the results of its Annual Meeting and the approval by the Board of Directors of a regular quarterly dividend of \$0.34 per share payable on July 10, 2018, to shareholders of record as of June 15, 2018.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

Exhibit No. Description

99.1 Press Release, dated May 17, 2018

**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.

**Community Bank System, Inc.**

By: /s/ George J. Getman  
Name: George J. Getman  
Title: EVP and General Counsel

Dated: May 18, 2018