

FARMERS NATIONAL BANC CORP /OH/  
Form 8-K  
April 21, 2017

**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, 2017**

**Farmers National Banc Corp.**  
**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

**20 South Broad Street, P.O. Box 555,**

**001-35296**  
**(Commission**

**File Number)**

**34-1371693**  
**(IRS Employer**

**Identification No.)**

**44406-0555**

**Canfield, Ohio**  
**(Address of principal executive offices)** **(Zip Code)**  
**(330) 533-3341**

**(Registrant's telephone number, including area code)**

**(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 2.02 Results of Operations and Financial Condition.**

On April 21, 2017, Farmers National Banc Corp. (the Company) first mailed a letter to shareholders in connection with the release of its first quarter financial results, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in this Item 2.02 and Exhibit 99.1 is being furnished under Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section. Furthermore, the information in this Item 2.02 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

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

On April 20, 2017, the Company held its 2017 Annual Meeting of Shareholders (the 2017 Annual Meeting) for the purposes of: (i) electing four Class I directors whose terms will expire at the Annual Meeting in 2020; (ii) ratifying the Audit Committee's appointment of Crowe Horwath LLP as Farmers' independent registered public accounting firm for the fiscal year ending December 31, 2017; (iii) considering an advisory vote on the frequency of holding an advisory vote on executive compensation; (iv) considering an advisory vote on executive compensation; (v) considering the adoption and approval of the Farmers National Banc Corp. 2017 Equity Incentive Plan; (vi) considering the adoption and approval of an amendment to the Company's Articles of Incorporation, as amended (Articles), to eliminate preemptive rights; and (vii) considering the adjournment of the Annual Meeting, if necessary, in order to solicit additional proxies to adopt the proposed amendment to eliminate preemptive rights. As of the close of business on March 6, 2017, the record date for the 2017 Annual Meeting, 27,066,593 common shares were outstanding and entitled to vote. At the Annual Meeting, 22,744,151, or approximately 84%, of the outstanding common shares entitled to vote were represented in person or by proxy, including 4,331,519 broker non-votes.

The results of the voting at the 2017 Annual Meeting are as follows:

1. The four nominees for director were elected to serve a three-year term ending at the 2020 Annual Meeting of Shareholders:

| <b>Name</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------------|-----------------------|-------------------------|
| Gregory C. Bestic  | 17,935,776       | 476,856               | 4,331,519               |
| Kevin J. Helmick   | 17,951,314       | 461,318               | 4,331,519               |
| Terry A. Moore     | 16,785,556       | 1,627,076             | 4,331,519               |
| Edward W. Muransky | 17,819,894       | 592,738               | 4,331,519               |

2. The selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017 was ratified by shareholders:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 22,298,906       | 372,910              | 72,334             | 0                       |

3. By the following vote, the shareholders recommended, on an advisory basis, the frequency of 1 year for holding future advisory votes on executive compensation:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|----------------|----------------|----------------|-------------------------|
| 15,469,248    | 655,228        | 1,573,913      | 714,244        | 4,331,519               |

4. By the following vote, the shareholders approved an advisory vote on the 2016 compensation paid to the Company's named executive officers, with 93% of shares voted being cast in favor of the proposal:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 17,006,557       | 745,600              | 660,475            | 4,331,519               |

5. By the following vote, the shareholders adopted and approved the 2017 Equity Incentive Plan:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 16,314,708       | 1,620,455            | 477,469            | 4,331,519               |

6. By the following vote, the shareholders did not approve the proposal to amend Article XIII of the Articles to eliminate pre-emptive rights:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 16,202,967       | 1,749,297            | 460,368            | 4,331,519               |

7. The shareholders did not undertake consideration of the proposal to adjourn the 2017 Annual Meeting, if necessary, to solicit additional proxies.

#### **Item 7.01 Regulation FD Disclosure.**

On April 21, 2017, the Company first mailed a letter to shareholders regarding its first quarter results, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in this Item 7.01 and Exhibit 99.1 is being furnished under Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section.

Furthermore, the information in this Item 7.01 and Exhibit 99.1 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended (the Securities Act ), or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit<br>Number | Description                                   |
|-------------------|---|
| 99.1              | Letter to Shareholders, dated April 21, 2017. |

**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.

**Farmers National Banc Corp.**

By: /s/ Kevin J. Helmick  
Kevin J. Helmick

President and Chief Executive Officer

Date: April 21, 2017