

FAUQUIER BANKSHARES, INC.
Form 8-K
May 18, 2016

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 17, 2016
Fauquier Bankshares, Inc.

(Exact name of registrant as specified in its charter)

Virginia	000-25805	54-1288193
_____ (State or other jurisdiction of incorporation)	_____ (Commission File Number)	_____ (I.R.S. Employer Identification No.)

10 Courthouse Square, Warrenton, Virginia	20186
_____ (Address of principal executive offices)	_____ (Zip Code)

Registrant's telephone number, including area code: Not Applicable	540.347.2700
--	--------------

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))
-

Item 5.07 Submission of Matters to Vote of Security Holders

Fauquier Bankshares, Inc. (the "Company") held its Annual Meeting of Shareholders on May 17, 2016 (the "Annual Meeting"). At the Annual Meeting, 2,966,373 shares of common stock, or 78.94% of the 3,757,972 shares of common stock outstanding and entitled to vote were present in person or by proxy; therefore, a quorum was present.

At the Annual Meeting, the shareholders elected four Class II directors to hold office for a three-year term expiring at the 2019 annual meeting and one Class III director to hold office until the term expires at the 2017 annual meeting, as reflected below. In addition, shareholders approved, on an advisory basis, the compensation of the Company's named executives as disclosed in the Company's 2016 proxy statement; and ratified the selection of Smith Elliott Kearns & Company LLC as independent auditors of the Company for the year ending December 31, 2016.

The final voting results for each item presented at the meeting are set forth below:

Proposal 1

Election of Directors

<u>Name of Director</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Broker Non-Votes</u>
Brian S. Montgomery	2,106,747	122,464	737,162
	94.51%*	5.49%*	
P. Kurtis Rodgers	2,091,480	137,731	737,162
	93.82%*	6.18%*	
Sterling T. Strange, III	2,105,740	123,471	737,162
	94.46%*	5.54%*	
Marc J. Bogan	2,052,049	177,162	737,162
	92.05%*	7.95%*	
Donna D. Flory	2,066,492	162,719	737,162
	92.70%*	7.30%*	

Proposal 2

Advisory (non-binding) vote on executive compensation

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,837,438	289,956	101,816	737,162
86.37%*	13.63%*		

Proposal 3

The ratification of the selection of Smith Elliott Kearns & Company, LLC, as independent public accountants for the Company for 2016

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
2,874,258	60,310	31,804	-
97.94%*	2.06%*		

*Represents the percentage of total votes cast for and votes cast against the matter. Abstentions and broker non-votes were not counted as votes with respect to any of the items voted on at the annual meeting.

Item 8.01 Other Events

On May 17, 2016, The Board of Directors of Fauquier Bankshares, Inc. announced a quarterly dividend of \$0.12 per share of its common stock outstanding. The dividend is payable on July 1, 2016 to shareholders of record on June 17, 2016. The \$0.12 per share dividend represents a \$0.48 dividend on an annualized basis.

Edgar Filing: FAUQUIER BANKSHARES, INC. - Form 8-K

During the course of the Annual Meeting, management of the Company presented financial and other information to those present. The presentation is attached as Exhibit 99.1 to this Current report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description

99.1 Annual Meeting Presentation

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.

Fauquier Bankshares, Inc.

May 18, 2016 By: /s/ Eric P. Graap

Name: Eric P. Graap

Title: Executive Vice President and Chief Financial Officer
