Oconee Federal Financial Corp. Form 8-K April 11, 2012

## **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 5, 2012

# **OCONEE FEDERAL FINANCIAL CORP.**

(Exact name of Registrant as specified in its charter)

**Federal** (State or Other Jurisdiction

**001-35033** (Commission

**32-0330122** (I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

201 East North Second Street, Seneca, South Carolina 29678

(Address of principal executive offices)

### (864) 882-2765

Registrant s telephone number, including area code

### Not Applicable

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

# Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On April 5, 2012, the stockholders of Oconee Federal Financial Corp. (the Company ) approved the Oconee Federal Financial Corp. 2012 Equity Incentive Plan (the Plan ), which provides for the grant of stock-based and other incentive awards to officers, employees and directors of the Company. A description of the material terms of the Plan is contained in the Company s definitive proxy statement for the Special Meeting of Stockholders filed with the Securities and Exchange Commission on February 23, 2012. A copy of the Plan is filed as Exhibit 10.1 hereto.

### Item 5.07 <u>Submission of Matters to a Vote of Security Holders</u>.

On April 5, 2012, the Company held a Special Meeting of Stockholders. At the Special Meeting, stockholders considered the approval of the Plan. Approval of the Plan required the affirmative vote of (i) a majority of the shares represented in person or by proxy at the Special Meeting and entitled to be voted at the Special Meeting, and (ii) a majority of the votes cast at the Special Meeting, in person or by proxy, by stockholders other than the Company s mutual holding company, Oconee Federal, MHC. A breakdown of the votes cast is set forth below.

Approval of the Oconee Federal Financial Corp. 2012 Equity Incentive Plan.

#### VOTE TOTALS INCLUDING VOTES CAST BY OCONEE FEDERAL, MHC:

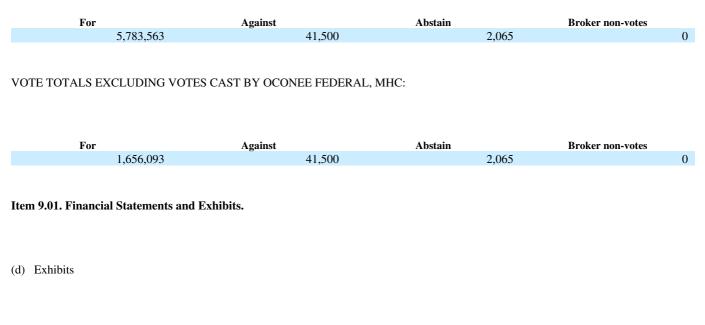


Exhibit No. 10.1

1.

Description

Oconee Federal Financial Corp. 2012 Equity Incentive Plan (incorporated by reference to Appendix A to the proxy statement for the Special Meeting of Stockholders filed with the Securities and Exchange

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Commission on February 23, 2012).

#### SIGNATURE

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 duly authorized.

### OCONEE FEDERAL FINANCIAL CORP.

Date: April 11, 2011

By: /s/ Curtis T. Evatt Curtis T. Evatt Executive Vice President and Chief Financial Officer (Duly Authorized Representative)

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