

UNIVEST CORP OF PENNSYLVANIA
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 19, 2011

UNIVEST CORPORATION OF PENNSYLVANIA
(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| Pennsylvania (State or other Jurisdiction of Incorporation) | 0-7617 (Commission File Number) | 23-1886144 (IRS Employer Identification No.) |
|--|---|--|

| | |
|--|--|
| 14 North Main Street, (Address of Principal Executive Offices) | Souderton, Pennsylvania 18964 (Zip Code) |
|--|--|

Registrant's telephone number, including area code: **(215) 721-2400**

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:

- 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))

The information in this Current Report shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subjected to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Univest Corporation of Pennsylvania (the Corporation) Annual Meeting of Shareholders held on April 19, 2011, the shareholders approved the matters described in the Corporation's definitive proxy statement filed with the Securities and Exchange Commission on March 18, 2011. The Corporation's Board of Directors fixed the close of business on February 24, 2011, as the record date for the determination of shareholders entitled to notice and vote at the Annual Meeting. As of February 24, 2011, there were 18,266,404 issued and 16,740,534 outstanding shares of Common Stock (exclusive of 1,525,870 shares held as treasury stock which were not voted). A total of 12,716,243 shares of common stock were voted at the annual meeting, either in person or by proxy. There were a total of 1,509,381 broker non-votes.

The following is a summary of the voting results for each matter presented to the shareholders:

| | For | Against or Withheld | Abstain | |
|---|---------------|--------------------------------|----------------|----------------|
| 1. The election of four Class III Directors each for a three-year term expiring in 2014: | | | | |
| Marvin A. Anders | 10,359,234 | | 847,628 | |
| R. Lee Delp | 11,028,333 | | 178,529 | |
| H. Ray Mininger | 10,363,166 | | 843,696 | |
| P. Gregory Shelly | 11,057,077 | | 149,785 | |
| 2. The election of three alternate Directors each for a one-year term expiring in 2012: | | | | |
| Douglas C. Clemens | 11,079,882 | | 126,980 | |
| K. Leon Moyer | 11,062,832 | | 144,030 | |
| Margaret K. Zook | 11,052,922 | | 153,940 | |
| 3. The ratification of KPMG LLP as the Corporation's independent registered public accounting firm for 2011: | 12,689,510 | 20,114 | 6,619 | |
| 4. Non-binding advisory vote on the approval of the compensation of the Corporation's named executive officers: | 10,366,405 | 634,388 | 206,069 | |
| | 1 Year | 2 Years | 3 Years | Abstain |
| 5. Non-binding advisory vote on the frequency with which executive compensation will be subject to a shareholder advisory vote: | 4,713,790 | 563,199 | 5,753,199 | 176,674 |

As disclosed above, a majority of the votes cast by the holders of common stock voted, in a non-binding advisory vote, in favor of having a shareholder vote to approve the compensation of the Corporation's named executive officers every three years. The Corporation's Board of Directors will be taking the voting results under advisement to determine the frequency of an advisory vote to approve the compensation of the Corporation's named executive officers at upcoming board meetings, and will disclose its decision in an amended Form 8-K.

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 hereunto duly authorized.

Univest Corporation of Pennsylvania

By: /s/ Jeffrey M. Schweitzer

Name: Jeffrey M. Schweitzer

Title: Senior Executive Vice President and

Chief Financial Officer (Principal

Financial & Accounting Officer)

Date: April 22, 2011