

PEOPLES FINANCIAL SERVICES CORP.
Form 8-K
May 17, 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: **May 14, 2016**

(Date of earliest event reported)

PEOPLES FINANCIAL SERVICES CORP.

(Exact name of registrant as specified in its charter)

001-36388

(Commission File Number)

PA

(State or other jurisdiction of incorporation)

23-2391852

(IRS Employer of Identification No.)

150 North Washington Avenue, Scranton, Pennsylvania
(Address of principal executive offices)

18503-1848
(Zip Code)

(570) 346-7741

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(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))
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Item 5.07

Submission of Matters to a Vote of Security Holders.

The 2016 annual meeting of shareholders of Peoples Financial Services Corp. (the Company) was held on May 14, 2016. At the annual meeting, the shareholders of the Company voted to elect four directors to the Company's board of directors, each to serve until the 2019 annual meeting of shareholders and until his or her successor has been selected and qualified; to approve, on an advisory basis, the compensation of the Company's named executive officers; and to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016. A shareholder proposal regarding a request for proxy access failed to obtain the votes necessary for approval.

The names of each director elected at the annual meeting, as well as the number of votes cast for or withheld and the number of broker non-votes as to each director nominee, are as follows:

| Name | For | Withheld | Broker Non-Votes |
|------------------------|-----------|----------|------------------|
| William E. Aubrey II | 5,125,840 | 211,043 | 1,044,374 |
| Craig W. Best | 5,126,798 | 210,085 | 1,044,374 |
| Joseph E. Cesare, M.D. | 5,077,863 | 259,020 | 1,044,374 |
| Joseph T. Wright, Jr. | 5,126,695 | 210,188 | 1,044,374 |

As to the proposal to approve, on an advisory basis, the compensation of the Company's named executive officers, the number of votes cast for and against, as well as the number of abstentions and broker non-votes, are as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 4,752,488 | 341,975 | 242,420 | 1,044,374 |

As to the vote to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016, the number of votes cast for and against, as well as the number of abstentions and broker non-votes, are as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 6,289,713 | 43,886 | 47,658 | 1,044,374 |

As to the vote on the shareholder proposal regarding a request for proxy access, the number of votes cast for and against, as well as the number of abstentions and broker non-votes, are as follows:

| For | Against | Abstain | Broker Non-Votes |
|---------|-----------|---------|------------------|
| 918,902 | 4,173,705 | 244,276 | 1,044,374 |

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.

PEOPLES FINANCIAL SERVICES CORP.

By: */s/ Craig W. Best*
Craig W. Best
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 17, 2016