

C & F FINANCIAL CORP  
Form 8-K  
April 19, 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 17, 2012

C&F FINANCIAL CORPORATION  
(Exact Name of Registrant as Specified in Its Charter)

Virginia (State or other jurisdiction of incorporation or organization)	000-23423 (Commission File Number)	54-1680165 (I.R.S. Employer Identification No.)
---	---------------------------------------	--

802 Main Street, West Point, Virginia (Address of principal executive offices)	23181 (Zip Code)
--	---------------------

Registrant's telephone number, including area code (804) 843-2360

(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-4c under the Exchange Act (17 CFR 240-13e-4c)
- 
-



## Item 5.07 Submission of Matters to a Vote of Security Holders

C&F Financial Corporation held its Annual Meeting of Shareholders on April 17, 2012. A quorum of shareholders was present, consisting of a total of 2,670,357 shares. Matters voted upon were (1) the election of three class I directors to serve until the 2015 Annual Meeting, (2) approval, in an advisory vote, of the compensation of the Corporation's named executive officers, and (3) ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Corporation's independent registered public accountant for the fiscal year ending December 31, 2012.

The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set out below.

## Election of Directors

Director	For	Withheld	Broker Non-Votes
Larry G. Dillon	1,969,409	34,608	666,340
James H. Hudson III	1,824,861	179,156	666,340
C. Elis Olsson	1,978,227	25,790	666,340

	For	Against	Abstention	Broker Non-Votes
Approval of the Advisory Vote on Compensation of C&F Financial Corporation's Named Executive Officers	1,821,248	73,108	109,661	666,340

	For	Against	Abstention	Broker Non-Votes
Ratification of the Appointment of Yount, Hyde & Barbour, P.C. as Corporation's Independent Registered Accountant	2,644,925	380	25,052	0

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.

C&F FINANCIAL CORPORATION  
REGISTRANT

Date: April 19, 2012

By: /s/ Thomas F. Cherry  
Thomas F. Cherry  
Chief Financial Officer