

MID PENN BANCORP INC
Form 8-K
May 03, 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): May 1, 2012

Mid Penn Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

1-13677
(Commission File Number)

25-1666413
(IRS Employer
Identification No.)

349 Union Street, Millersburg, Pennsylvania
(Address of principal executive offices)

17061
(Zip Code)

(717) 692-2133
(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):

- .. 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting of Shareholders of Mid Penn Bancorp, Inc. (the “Company”), held on May 1, 2012, Edwin D. Schlegel, Chairman, and Donald E. Sauve retired from the Board of Directors of the Company.

On the same date, at the corporate organization meeting held following the Annual Meeting of Shareholders, Robert C. Grubic was appointed Chairman, and William A. Specht, III was appointed Vice-Chairman of the Board of Directors of the Company.

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

On May 1, 2012, Mid Penn Bancorp, Inc. (the “Company”) held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders of the Company voted on the following proposals described in the Proxy Statement dated March 26, 2012.

The proposals voted on and approved or disapproved by the shareholders of the Company at the Annual Meeting were as follows:

Proposal No. 1. The Company’s shareholders elected three individuals to serve as Class B members of the Board of Directors to serve for a three-year term and until their successors are elected and qualified, as set forth below:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------|----------------|------------------|
| Steven T. Boyer | 2,399,207 | 39,298 | 682,074 |
| Jere M. Coxon | 2,413,368 | 25,136 | 682,074 |
| Rory G. Ritrievi | 2,389,393 | 49,111 | 682,074 |

Proposal No. 2. The Company’s shareholders ratified a non-binding proposal to approve the executive compensation, as described in the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) regarding the named executive officers in the Company’s Proxy Statement, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,124,908 | 239,552 | 74,044 | 682,075 |

Proposal No. 3. The Company’s shareholders ratified the appointment of ParenteBeard LLC, of Harrisburg, Pennsylvania, as the Company’s independent registered public accounting firm for the year ending December 31, 2012, as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,092,409 | 16,593 | 11,576 | - |

Item 7.01 Regulation FD Disclosure.

The slides used and presented at the Annual Meeting of Shareholders are attached hereto as Exhibit 99.1.

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.

MID PENN BANCORP, INC.

Dated: May 3, 2012

By: /s/ Rory G. Ritrievi
 Rory G. Ritrievi
 President & Chief Executive Officer

Exhibit
Number

Exhibits

99.1

Slides from the Annual Meeting of Shareholders