

FIDELITY D & D BANCORP INC  
Form 8-K  
May 09, 2013

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 7, 2013

**FIDELITY D & D BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania 333-90273 23-3017653**  
(State or other (Commission (IRS Employer

jurisdiction of (File Number) Identification No.)

incorporation)

**Blakely and Drinker Streets, Dunmore, PA 18512**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (570) 342-8281

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))

**FIDELITY D & D BANCORP, INC.****CURRENT REPORT ON FORM 8-K****Item 5.07 Submission of Matters to a Vote of Security Holders**

At the annual meeting of shareholders held on May 7, 2013, the judge of election made the report concerning the results of balloting. Holders of 1,866,948 shares of common stock, representing 79% of the total number of shares outstanding, were represented in person or by proxy at the 2013 annual meeting of shareholders. The following proposals were submitted by the Board of Directors to a vote of security holders:

(1) Election of three Class C Directors to serve for a three-year term and until their successors are properly elected and qualified:

	Votes for	Votes withheld	Broker non-votes
Brian J. Cali	1,491,697	16,364	358,887
Patrick J. Dempsey	1,453,168	54,893	358,887
Daniel J. Santaniello	1,475,823	32,238	358,887

Based on the votes set forth above, the foregoing persons were duly elected to serve as directors for a term expiring at the annual meeting of shareholders in 2016 and until their respective successors have been duly elected and qualified.

In addition to the above elected Class C Directors, at the conclusion of its annual meeting, the Company's Board of Directors consisted of: Mary E. McDonald, Kristin Dempsey O'Donnell and David L. Tressler, Sr., as Class B Directors whose terms expire in 2014; and John T. Cognetti, Michael J. McDonald, Esquire and Richard J. Lettieri, as Class A Directors whose terms expire in 2015.

(2) To ratify the selection of ParenteBeard LLC as the Company's independent registered public accounting firm for the year ending December 31, 2013. The proposal received the following votes:

Votes for	Votes against	Votes abstain	Broker non-votes
1,848,287	17,453	1,207	-

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Based on the votes set forth above, the appointment of ParenteBeard LLC as the independent registered public accounting firm to serve for the year ending December 31, 2013 was duly ratified by the shareholders.

(3) To approve, on a non-binding basis, the Company's executive compensation. The proposal received the following votes:

Votes for	Votes against	Votes abstain	Broker non-votes
1,388,725	32,682	86,654	358,887

Based on the votes set forth above, the non-binding vote on executive compensation was duly approved by the shareholders.

(4) To approve, on a non-binding basis, the frequency of voting on compensation of the named executive officers of the Company. The proposal received the following votes:

1 year	2 years	3 years	Votes abstain	Broker non-votes
260,194	13,772	1,216,614	17,480	358,887

Based on the votes set forth above, the non-binding vote on the frequency of voting to approve the named executive officers' compensation of three years was duly approved by the shareholders and as a result, the Company will hold a non-binding vote on executive compensation every three years.

#### **Item 7.01 Regulation FD Disclosure**

On May 7, 2013, executive management of Fidelity D & D Bancorp, Inc. delivered a presentation at the Company's Annual Meeting of Shareholders. A copy of the presentation is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number Description

99.1 Presentation at the Company's Annual Shareholder meeting on May 7, 2013.

The information in this Item 9.01 is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

**FIDELITY D & D BANCORP, INC.**

**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.

FIDELITY D & D BANCORP, INC.

Date: May 9, 2013 By: /s/ Salvatore R. DeFrancesco, Jr.  
Salvatore R. DeFrancesco, Jr.  
Treasurer and Chief Financial Officer

**EXHIBIT INDEX**

**EXHIBIT NO.**

99.1                    Presentation at the Company's Annual Shareholder meeting on May 7, 2013.