

JUNIATA VALLEY FINANCIAL CORP
Form 8-K
May 17, 2018

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 15, 2018**

Juniata Valley Financial Corp.

(Exact name of registrant as specified in its charter)

Pennsylvania

0-13232

232235254

(State or other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

Bridge and Main Streets, Mifflintown, Pennsylvania 17059

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (717) 436-8211

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))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

JUNIATA VALLEY FINANCIAL CORP.

CURRENT REPORT ON FORM 8-K

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 15, 2018, Juniata Valley Financial Corp. (the “Company”) held its Annual Meeting of Shareholders (“Annual Meeting”) for which the Board of Directors solicited proxies. At the Annual Meeting, shareholders of the Company voted on the following proposals described in the Proxy Statement dated April 6, 2018.

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

Proposal No. 1. The Company’s shareholders elected three Class A directors to serve until the 2021 Annual Meeting as described below:

| Name | Votes For | Votes Withheld | Broker Non-votes | Votes Uncast |
|-----------------------|-----------|----------------|------------------|--------------|
| Martin L. Dreibelbis | 2,353,185 | 45,152 | - | 351 |
| Richard M. Scanlon | 2,309,365 | 88,973 | - | 351 |
| Michael A. Buffington | 2,300,086 | 98,252 | - | 351 |

Proposal No. 2. The Company’s shareholders approved the non-binding “say on pay” proposal regarding compensation of the named executive officers, as follows:

| Votes For | Votes Against | Broker Abstentions | Broker Non-Votes |
|-----------|---------------|--------------------|------------------|
| 2,132,609 | 168,960 | 97,119 | - |

Proposal No. 3. The Company’s shareholders approved the non-binding “say when on pay” proposal regarding the frequency of future “say on pay” votes, as follows:

| | | | | Broker |
|-----------|---------|---------|-------------|-----------|
| 1 Year | 2 Years | 3 Years | Abstentions | Non-Votes |
| 1,884,608 | 194,584 | 127,269 | 192,227 | - |

There were no other matters considered at the meeting.

Item 7.01

Regulation FD Disclosure

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

Item 9.01

Financial Statements and Exhibits

(d) Exhibits

99.1 Juniata Valley Financial Corp. Annual Meeting Presentation

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 thereunto duly authorized.

Juniata Valley Financial Corp.

Date: May 17, 2018 By: /s/ JoAnn McMinn
Name: JoAnn McMinn
Title: EVP, Chief Financial Officer

Exhibit Number Exhibits

99.1 Juniata Valley Financial Corp. Annual Meeting Presentation