

CNB FINANCIAL CORP/PA  
Form 8-K/A  
August 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

**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 19, 2011**

**CNB FINANCIAL CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction

of Incorporation)

**000-13396**  
(Commission

File Number)

**25-1450605**  
(IRS Employer

Identification No.)

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**1 South Second Street, PO Box 42, Clearfield, PA**

**(Address of Principal Executive Offices)**

**Registrant's telephone number, including area code: (814) 765-9621**

**16830**

**(Zip Code)**

**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))

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

This Current Report on Form 8-K/A is being filed as an amendment to the Current Report on Form 8-K filed on April 20, 2011 by CNB Financial Corporation (the Company) in order to update information disclosed under Item 5.07 Submission of Matters to a Vote of Security Holders regarding the results of voting at the Company's Annual Meeting of Shareholders held on April 19, 2011 (the 2011 Annual Meeting).

At the 2011 Annual Meeting, the Company's shareholders voted on, among other matters, a proposal regarding the frequency of future shareholder advisory votes on the compensation of the Company's named executive officers or future say-on-pay votes. As previously reported by the Company, a majority of the votes cast on the frequency proposal were cast in favor of holding the say-on-pay vote every three years.

In consideration of the shareholder vote at the 2011 Annual Meeting on the frequency proposal, the Company's Board of Directors decided that the Company will hold an advisory say-on-pay vote every three years. Accordingly, the Company will include an advisory say-on-pay vote every three years in its proxy materials until the next shareholder vote on the frequency of say-on-pay votes, which will be no later than the Company's Annual Meeting of Shareholders in 2017.

**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.

CNB FINANCIAL CORPORATION  
(Registrant)

By: /s/ Charles R. Guarino  
Name: Charles R. Guarino  
Title: Treasurer

Date: August 23, 2011