

LCNB CORP
Form 8-K
May 02, 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 2, 2018 (May 1, 2018)

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio
(State or other jurisdiction of
incorporation)

001-35392
(Commission File No.)

31-1626393
(IRS Employer
Identification Number)

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2 North Broadway, Lebanon, Ohio
(Address of principal executive offices)

45036
(Zip Code)

Registrant's telephone number, including area code: (513) 932-1414

N/A

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

On May 1, 2018, LCNB Corp. (LCNB) held a Special Meeting of Shareholders (the Shareholder Meeting), with 6,827,606 (68.03%) of the 10,036,169 common shares outstanding and entitled to vote on the March 5, 2018 record date represented in person or by proxy.

LCNB s shareholders voted in favor of the following proposals: 1) to adopt and approve the Agreement and Plan of Merger dated as of December 20, 2017, by and between LCNB and Columbus First Bancorp, Inc. (CFB), 2) to approve the issuance of up to 3,320,000 LCNB common shares in connection with the merger of CFB with and into LCNB, and 3) to adjourn the special meeting, if necessary, to solicit additional proxies to adopt and approve the merger. The following is a summary of the voting results:

| Proposal | For | Against | Abstain | Broker Non-Votes |
|---|------------|----------------|----------------|-------------------------|
| Agreement and Plan of Merger dated as of December 20, 2017, by and between LCNB and CFB | 6,712,072 | 79,237 | 36,296 | - |

| Proposal | For | Against | Abstain | Broker Non-Votes |
|--|------------|----------------|----------------|-------------------------|
| Issuance of up to 3,320,000 LCNB common shares in connection with the merger | 6,668,234 | 103,241 | 56,129 | - |

| Proposal | For | Against | Abstain | Broker Non-Votes |
|---|------------|----------------|----------------|-------------------------|
| Adjournment of the special meeting, if necessary, to solicit additional proxies | 6,444,636 | 304,508 | 78,461 | - |

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.

LCNB CORP.

Date: May 2, 2018

By: /s/

Robert C. Haines II

Robert C. Haines II

Chief Financial Officer