

AUBURN NATIONAL BANCORPORATION, INC  
Form 8-K  
May 16, 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 16, 2013 (May 14, 2013)

**AUBURN NATIONAL BANCORPORATION, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-26486  
(Commission File Number)

63-0885779  
(IRS Employer  
Identification No.)

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**100 North Gay Street, P.O. Drawer 3110, Auburn, Alabama 36831-3110**

**(Addresses of Principal Executive Offices, including Zip Code)**

**(334) 821-9200**

**(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:

- .. 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

The Annual Meeting of Shareholders (the Annual Meeting ) of Auburn National Bancorporation, Inc. (the Company ) was held on May 14, 2013. This meeting was held for the purpose of considering the election of 10 directors to the Board of Directors to serve one-year terms expiring at the Company's 2014 Annual Meeting of Shareholders and until their successors have been elected and qualified. As to the election of 10 directors, E.L. Spencer, Jr., C. Wayne Alderman, Terry Andrus, J. Tutt Barrett, Robert W. Dumas, J.E. Evans, William F. Ham, Jr., David E. Housel, Anne M. May, and Edward Lee Spencer III were all elected to the Board of Directors. In addition, at the Annual Meeting, the shareholders (i) approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement and (ii) on a non-binding, advisory basis, recommended that the Company submit to its shareholders non-binding, advisory votes on the compensation of the Company's named executive officers annually.

The final voting results of the director elections, approval of compensation for the Company's named executive officers, and selection of the frequency of the vote on the compensation of the Company's named executive officers, which were described in more detail in the Proxy Statement, are set forth below.

- Each director was elected by the following tabulation:

| Director               | Votes For | Withheld | Broker Non-Votes |
|------------------------|-----------|----------|------------------|
| E.L. Spencer, Jr.      | 2,028,317 | 3,341    | 1,085,298        |
| C. Wayne Alderman      | 2,027,583 | 4,075    | 1,085,298        |
| Terry Andrus           | 1,996,561 | 35,097   | 1,085,298        |
| J. Tutt Barrett        | 2,027,306 | 4,352    | 1,085,298        |
| Robert W. Dumas        | 2,028,081 | 3,577    | 1,085,298        |
| J.E. Evans             | 1,995,263 | 36,395   | 1,085,298        |
| William F. Ham, Jr.    | 2,028,713 | 2,945    | 1,085,298        |
| David E. Housel        | 2,019,776 | 11,882   | 1,085,298        |
| Anne M. May            | 2,028,881 | 2,777    | 1,085,298        |
| Edward Lee Spencer III | 2,027,306 | 4,352    | 1,085,298        |

- The non-binding, advisory vote on the compensation of the Company's named executive officers as disclosed in the proxy statement was approved by the following tabulation:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 1,936,391 | 5,576   | 99,691  | 1,085,298        |

- The non-binding, advisory vote on the frequency with which the Company should hold future non-binding, advisory votes on the compensation of the Company's named executive officers received the following votes:

| One Year  | Two Years | Three Years | Abstain   |
|-----------|-----------|-------------|-----------|
| 1,739,133 | 151,651   | 64,413      | 1,085,298 |

Based on the recommendation of the Company's shareholders and the Board of Director's recommendation included in the Company's proxy statement, the Company has determined to submit to its shareholders non-binding, advisory votes on the compensation of the Company's named executive officers annually.

**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.

**AUBURN NATIONAL BANCORPORATION, INC.**

***(Registrant)***

/s/ E.L. Spencer, Jr.  
E.L. Spencer, Jr.

Chairman, President and Chief Executive Officer

Date: May 16, 2013