

PEOPLES FINANCIAL SERVICES CORP.

Form 8-K

May 12, 2015

**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: May 9, 2015**

**(Date of earliest event reported)**

**PEOPLES FINANCIAL SERVICES CORP.**  
**(Exact name of registrant as specified in its charter)**

**001-36388**  
**(Commission File Number)**

**PA**  
**(State or other jurisdiction**

**23-2391852**  
**(IRS Employer of**

**of incorporation)**

**Identification No.)**

**150 North Washington Avenue, Scranton, Pennsylvania 18503-1848**

**(Address of principal executive offices) (Zip Code)**

**(570) 346-7741**

**(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 (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))

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

The 2015 annual meeting of shareholders of Peoples Financial Services Corp. (the Company) was held on May 9, 2015. At the annual meeting, the shareholders of the Company voted to elect five directors to the Company's board of directors, each to serve until the 2018 annual meeting of shareholders and until his or her successor has been selected and qualified; to approve, on an advisory basis, the compensation of the Company's named executive officers; and to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

The names of each director elected at the annual meeting, as well as the number of votes cast for or withheld and the number of broker non-votes as to each director nominee, are as follows:

| <b>Name</b>            | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|------------------------|------------|-----------------|-----------------------------|
| Richard S. Lochen, Jr. | 3,533,494  | 398,159         | 1,272,479                   |
| James B. Nicholas      | 3,832,659  | 98,994          | 1,272,479                   |
| Emily S. Perry         | 3,796,504  | 135,149         | 1,272,479                   |
| Steven L. Weinberger   | 3,832,871  | 98,782          | 1,272,479                   |
| Earle A. Wootton       | 3,839,604  | 92,049          | 1,272,479                   |

As to the proposal to approve, on an advisory basis, the compensation of the Company's named executive officers, the number of votes cast for and against, as well as the number of abstentions and broker non-votes, are as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 3,506,776  | 161,150        | 263,727        | 1,272,479                   |

As to the vote to ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015, the number of votes cast for and against, as well as the number of abstentions and broker non-votes, are as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 5,051,809  | 42,280         | 110,043        | 0                           |

**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.

PEOPLES FINANCIAL SERVICES CORP.

By: /s/ Scott A. Seasock  
Scott A. Seasock  
Executive Vice President and Chief  
Financial Officer (Principal Financial  
Officer and Principal Accounting Officer)

Date: May 12, 2015