

SUSSEX BANCORP
Form 8-K
April 29, 2016

**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): **April 27, 2016**

SUSSEX BANCORP

(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| New Jersey | 0-29030 | 22-3475473 |
| <i>(State or other jurisdiction of incorporation or organization)</i> | <i>(Commission File Number)</i> | <i>(I.R.S. Employer Identification No.)</i> |

100 Enterprise Dr.

Rockaway, New Jersey 07866

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(844) 256-7328**

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.

Sussex Bancorp (the “Company”) held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”) on April 27, 2016. There were 4,675,056 shares of common stock eligible to be voted at the Annual Meeting and 4,116,068.18 shares of common stock were presented in person or represented by proxy at the Annual Meeting, which constituted a quorum to conduct business.

As further detailed in the Company’s Definitive Proxy Statement on Schedule 14A (the “Proxy Statement”), which was filed with the Securities and Exchange Commission on March 24, 2016, there were three proposals submitted to the Company’s shareholders at the Annual Meeting. The shareholders elected all of the nominees listed in Proposal 1 and approved Proposals 2 and 3. The final results of voting on each of the proposals are as follows:

Proposal 1: Election of Directors

| Nominee | Votes For | Votes Withheld | Broker Non-Vote |
|-----------------------|------------------|-----------------------|------------------------|
| Richard Branca | 2,805,554.87 | 129,366.71 | 1,181,146.60 |
| Katherine H. Caristia | 2,808,578.71 | 126,342.87 | 1,181,146.60 |
| Anthony Labozzetta | 2,805,159.87 | 129,761.71 | 1,181,146.60 |
| Robert McNerney | 2,809,037.87 | 125,883.71 | 1,181,146.60 |

Proposal 2: Ratification of the Appointment of BDO USA, LLP as the Company’s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016

| Votes For | Votes Against | Abstain | Broker Non-Vote |
|------------------|----------------------|----------------|------------------------|
| 4,100,942.32 | 8,359.71 | 6,766.15 | 0 |

Proposal 3: Non-Binding Advisory Resolution on the Compensation of the Company’s Named Executive Officers

| Votes For | Votes Against | Abstain | Broker Non-Vote |
|------------------|----------------------|----------------|------------------------|
| 2,625,272.81 | 222,445.61 | 87,202.16 | 1,181,147.60 |

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.

SUSSEX BANCORP

Date: April 29, 2016 By: /s/ Steven M. Fusco
Steven M. Fusco
Senior Executive Vice President and
Chief Financial Officer