

FNCB Bancorp, Inc.  
Form 8-K  
May 16, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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, 2018**

**FNCB Bancorp, Inc.**

(Exact name of registrant as specified in its Charter)

|   |                          |  |
|---|--------------------------|--|
| <b>Pennsylvania</b>                               | <b>000-53869</b>         | <b>23-2900790</b>                          |
| (State or other jurisdiction<br>of incorporation) | (Commission file number) | (IRS<br>Employer<br>Identification<br>No.) |

**102 E. Drinker St., Dunmore, PA, 18512**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **570.346.7667**

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the Annual Meeting, held on May 16, 2018, the FNCB Bancorp, Inc.’s (“FNCB”) shareholders voted on: (i) the election of each of the FNCB’s four (4) nominees for Class B directors; (ii) a proposal to hold an advisory vote on the compensation of FNCB’s named executive officers; (iii) a proposal to hold an advisory vote on the frequency of future advisory votes on executive compensation; and (iv) a proposal to ratify the appointment of Baker Tilly Virchow Krause, LLP as FNCB’s independent registered public accounting firm for the year ending December 31, 2018. The results of the voting were as follows:

1. Proposal No. 1: Election of Directors.

The shareholders of FNCB elected all of the Class B directors by the following vote:

| <b>Class B Nominees</b>      | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|------------------------------|------------|-----------------|------------------------|
| William G. Bracey            | 9,933,333  | 45,784          | 3,980,608              |
| Louis A. DeNaples, Jr., M.D. | 9,545,860  | 433,257         | 3,980,608              |
| Vithalbhai D. Dhaduk, M.D.   | 9,813,342  | 165,775         | 3,980,608              |
| Thomas J. Melone, CPA        | 9,938,864  | 40,253          | 3,980,608              |

2. Proposal No. 2: Advisory vote on the compensation of FNCB’s named executive officers.

The shareholders of FNCB approved, on an advisory basis, the compensation of FNCB’s named executive officers by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 9,603,273  | 268,907        | 106,937        | 3,980,608              |

3. Proposal No. 3: Advisory vote on the frequency of future advisory votes on the compensation of FNCB’s named executive officers.

The shareholders of FNCB approved, on an advisory basis, a one-year frequency for future advisory votes on the compensation of FNCB’s named executive officers by the following vote:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|---------------|----------------|----------------|----------------|------------------------|
| 9,602,728     | 229,818        | 68,269         | 78,302         | 3,980,608              |

4. Proposal No. 4: Ratification of the appointment of FNCB's independent registered public accounting firm.

The shareholders of FNCB ratified the appointment of Baker Tilly Virchow Krause, LLP as FNCB's independent registered public accounting firm for the year ending December 31, 2018 by the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 13,821,393 | 114,650        | 23,682         |

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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.

FNCB BANCORP, INC.

By: /s/ Stephanie A. Westington  
Stephanie A. Westington

Senior Vice President and Controller

Dated: May 16, 2018