

FAUQUIER BANKSHARES, INC.

Form 8-K

May 16, 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 16, 2018

Fauquier Bankshares, Inc.

(Exact name of Registrant as Specified in Its Charter)

Virginia
(State or Other Jurisdiction

000-25805

54-1288193
(IRS Employer

of Incorporation)

(Commission File Number) Identification No.)

10 Courthouse Square,

Warrenton, Virginia
(Address of Principal Executive Offices)

20186
(Zip Code)

Registrant's Telephone Number, Including Area Code: (540) 347-2700

Not Applicable

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(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 (see General Instructions 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, indicate 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 Vote of Security Holders

Fauquier Bankshares, Inc. (the “Company”) held its Annual Meeting of Shareholders on May 15, 2018 (the “Annual Meeting”). At the Annual Meeting, 3,192,592 shares of common stock, or 84.59% of the 3,773,971 shares of the Company’s common stock outstanding and entitled to vote were present in person or by proxy; therefore, a quorum was present.

At the Annual Meeting, the shareholders elected three Class I directors to hold office for a three-year term expiring at the 2021 annual meeting, as reflected below. In addition, shareholders approved, on an advisory basis, the compensation of the Company’s named executives as disclosed in the Company’s 2018 proxy statement; and ratified the selection of Brown, Edwards & Company, L.L.P. as the Company’s independent registered public accounting firm for the year ending December 31, 2018.

The final voting results for each item presented at the meeting are set forth below:

Proposal 1

Election of Directors

Name of Director	Votes For	Votes Withheld		Broker Non-Votes
John B. Adams, Jr.	1,946,683	73,974	1,171,935	
	96.34	% *	3.66	% *
Randolph D. Frostick	1,938,771	81,886	1,171,935	
	95.95	% *	4.05	% *
Jay B. Keyser	1,966,843	53,814	1,171,935	
	97.34	% *	2.66	% *

Proposal 2

Advisory (non-binding) vote on executive compensation

Votes For	Votes		Broker Non-Votes
	Against	Abstentions	

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1,721,783	228,079	70,795	1,171,935
88.30	% *	11.69	% *

Proposal 3

The ratification of the selection of Brown, Edwards & Company, L.L.P., as independent registered public accounting firm for the Company for 2018

Votes			
Votes For	Against	Abstentions	Broker Non-Votes
3,073,113	4,713	114,766	—
99.84	% *	0.15	% *

*Represents the percentage of total votes cast for and votes against the matter. Abstentions and broker non-votes were not counted as votes with respect to any of the items voted at the Annual Meeting.

Item 8.01 Other Events

On May 15, 2018, the Company announced that its Board of Directors of Fauquier Bankshares, Inc. declared a quarterly dividend of \$0.12 per share of its common stock outstanding. The dividend is payable on July 2, 2018 to shareholders of record on June 15, 2018.

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.

Fauquier Bankshares, Inc.

Date: May 16, 2018 By: /s/ Christine E. Headly
Christine E. Headly
Executive Vice President and Chief Financial Officer