

LCNB CORP  
Form 8-K  
April 24, 2019

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 24, 2019 (April 23, 2019)  
LCNB CORP.  
(Exact name of Registrant as specified in its Charter)

Ohio    001-35292    31-1626393  
(State or other jurisdiction of incorporation)    (Commission File No.)    (IRS Employer Identification Number)

2 North Broadway, Lebanon, Ohio              45036  
(Address of principal executive offices)    (Zip Code)

Registrant's telephone number, including area code: (513) 932-1414  
N/A  
(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 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))

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

The Annual Meeting of the shareholders of LCNB Corp. (“LCNB”) was held on April 23, 2019. At the meeting, the following items were voted on by the shareholders of LCNB:

1. Electing three Class II directors for a three-year term;
2. Ratifying the appointment of BKD, LLP as the independent registered accounting firm for LCNB for the fiscal year ending December 31, 2019.

The following nominees were elected as Class II directors by the votes indicated below. In addition to the votes reported below, there were 3,722,028 broker non-votes on the proposal for the election of each director.

| Director               | For          | Withheld     |
|------------------------|--------------|--------------|
| Steve P. Foster        | 7,273,893.79 | 410,993.12   |
| Michael J. Johrendt    | 7,438,235.21 | 246,651.70   |
| Anne E. Krehbiel       | 6,251,789.29 | 1,433,097.62 |
| Valerie S. Krueckeberg | 6,156,353.43 | 1,528,533.48 |

The ratification of the appointment of BKD, LLP as the independent registered accounting firm for LCNB was approved by the votes indicated below. There were no broker non-votes on this proposal.

| For           | Against    | Abstained  |
|---------------|------------|------------|
| 11,059,957.12 | 125,746.00 | 221,211.79 |

Item 8.01 Other Events.

LCNB issued a press release on April 24, 2019 announcing that its Board of Directors authorized a share repurchase program (the “Program”). Under the terms of the Program, LCNB is authorized to repurchase up to 500,000 of its outstanding common shares. The Program may be suspended or discontinued at any time without notice. A copy of the press release dated April 24, 2019 is attached to this Current Report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | <u>Press release issued by LCNB Corp. on April 24, 2019.</u> |

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 thereunto duly authorized.

LCNB  
CORP.

Date: By: /s/  
April Robert C.  
24, Haines  
2019 II

Robert C.  
Haines II  
Chief  
Financial  
Officer