

ACCESS NATIONAL CORP  
Form 8-K  
May 25, 2011

**UNITED STATES  
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

**May 24, 2011**

Date of Report

(Date of earliest event reported)

**Access National Corporation**

(Exact name of registrant as specified in its charter)

**Virginia**

**000-49929**

**82-0545425**

(State or other

(Commission

(IRS Employer Identification No.)

jurisdiction

File Number)

of incorporation)

**1800 Robert Fulton Drive, Suite 300, Reston, VA 20191**

(Address of principal executive offices) (Zip Code)

**(703) 871-2100**

(Registrant's telephone number, including area code)

**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))



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

Access National Corporation (the “Company”) (Nasdaq: ANCX) held its Annual Meeting of Shareholders on May 24, 2011, at which four (4) proposals were submitted to the Company’s shareholders. The proposals are described in detail in the Company’s proxy statement for the 2011 Annual Meeting of Shareholders filed with the Securities and Exchange Commission on April 15, 2011. Below are the final results for each proposal.

Proposal 1

The Company’s shareholders elected two (2) Class III directors to serve until the 2014 Annual Meeting of Shareholders. The votes regarding these director nominees were as follows:

|                    | <u>For</u> | <u>Withhold</u> | <u>Broker Non-Votes</u> |
|--------------------|------------|-----------------|-------------------------|
| John W. Edgemon    | 7,935,121  | 9,454           | 1,771,324               |
| Martin S. Friedman | 7,942,961  | 1,614           | 1,771,324               |

The following Class I and Class II directors, whose terms expire in 2012 and 2013, respectively, continued in office: Class I – Michael W. Clarke and James L. Jadlos; Class II – Robert C. Shoemaker and Thomas M. Kody.

Proposal 2

The Company’s shareholders approved an amendment of the Amended and Restated Articles of Incorporation of the Company to authorize the issuance of up to 1,000,000 shares of preferred stock. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 7,446,568  | 338,549        | 159,548        | 1,771,324               |

Proposal 3

The Company’s shareholders approved an adjournment of the annual meeting to allow time for the further solicitation of proxies in the event there were insufficient votes to approve Proposal 2 regarding the amendment of the Amended and Restated Articles of Incorporation of the Company. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 7,542,551  | 370,541        | 31,483         | 1,771,324               |

In light of sufficient votes to approve Proposal 2 regarding the amendment of the Amended and Restated Articles of Incorporation, the annual meeting was not adjourned.

Proposal 4

The Company’s shareholders ratified the selection of BDO USA, LLP to serve as independent public accountants for the fiscal year ending December 31, 2011. The votes regarding this proposal were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 9,713,024  | 1,063          | 1,813          | -0-                     |

No other matters were voted on at the meeting.

**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.

**ACCESS NATIONAL CORPORATION**  
**(Registrant)**

Date: May 25, 2011 By: /s/ Michael W. Clarke  
Name: Michael W. Clarke  
Title: President & Chief Executive Officer