

S&T BANCORP INC  
Form 8-K  
April 25, 2012

**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 23, 2012

**S&T Bancorp, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Pennsylvania**  
(State or Other Jurisdiction  
of Incorporation)

**0-12508**  
(Commission  
File Number)

**25-1434426**  
(IRS Employer  
of Incorporation)

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**800 Philadelphia Street, Indiana, PA**

(Address of Principal Executive Offices)

**Registrants telephone number, including area code (800) 325-2265**

**15701**

**Zip Code**

**Former name or address, if changed since last report Not Applicable**

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**

On April 23, 2012, S&T Bancorp, Inc. (the Company) held its 2012 Annual Meeting of Shareholders (the Annual Meeting). A total of 28,824,175 shares of the Company's common stock were entitled to vote as of March 19, 2012, the record date for the Annual Meeting. There were 23,465,518 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on four proposals. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 - Election of Directors**

The shareholders elected sixteen directors to serve a one-year term until the next annual meeting of shareholders and until their respective successors are elected and qualified. The results of the vote were as follows:

|                      | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER NON-VOTES</b> |
|----------------------|------------|-----------------|-------------------------|
| John N. Brenzia      | 19,370,662 | 774,054         | 3,320,802               |
| Todd D. Brice        | 19,339,182 | 805,534         | 3,320,802               |
| John J. Delaney      | 16,115,601 | 4,029,115       | 3,320,802               |
| Michael J. Donnelly  | 15,707,877 | 4,436,839       | 3,320,802               |
| William J. Gatti     | 19,318,209 | 826,507         | 3,320,802               |
| Jeffrey D. Grube     | 19,097,607 | 1,047,109       | 3,320,802               |
| Frank W. Jones       | 19,484,070 | 660,646         | 3,320,802               |
| Joseph A. Kirk       | 19,331,638 | 813,078         | 3,320,802               |
| David L. Krieger     | 18,896,468 | 1,248,248       | 3,320,802               |
| James V. Milano      | 19,397,527 | 747,189         | 3,320,802               |
| James C. Miller      | 19,095,384 | 1,049,332       | 3,320,802               |
| Alan Papernick       | 19,419,004 | 725,712         | 3,320,802               |
| Robert Rebich, Jr.   | 18,906,148 | 1,238,568       | 3,320,802               |
| Charles A. Spadafora | 15,720,894 | 4,423,822       | 3,320,802               |
| Christine J. Toretta | 16,162,137 | 3,982,579       | 3,320,802               |
| Charles G. Urtin     | 19,390,926 | 753,790         | 3,320,802               |

**Proposal No. 2 - Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2012**

The shareholders voted to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2012. The results of the vote were as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 23,133,096 | 252,322        | 80,100         |

**Proposal No. 3 - Advisory Vote on S&T's Executive Compensation**

The shareholders voted to approve the non-binding, advisory proposal on the compensation of the Company's executive officers. The results of the vote were as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-VOTES</b> |
|------------|----------------|----------------|-------------------------|
| 18,933,804 | 877,951        | 332,961        | 3,320,802               |

**Proposal No. 4 - Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation**

The shareholders voted to approve the frequency for future advisory votes on the compensation of the Company's executive officers. The results of the vote were as follows:

| <b>1 YEAR</b> | <b>2 YEARS</b> | <b>3 YEARS</b> | <b>ABSTAIN</b> |
|---------------|----------------|----------------|----------------|
| 17,159,136    | 264,035        | 2,239,490      | 482,055        |

On April 23, 2012, following the Company's annual meeting of shareholders, the Board of Directors adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next shareholder vote on the frequency of such votes.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

April 25, 2012

S&T Bancorp, Inc.

/s/ Mark Kochvar  
Mark Kochvar  
Senior Executive Vice President

and Chief Financial Officer