

S&T BANCORP INC  
Form 8-K  
May 21, 2014

**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 19, 2014**

**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**  
**Identification No.)**

**800 Philadelphia Street, Indiana, PA**  
**(Address of Principal Executive Offices)**

**15701**  
**Zip Code**

**Registrant's telephone number, including area code (800) 325-2265**

**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 May 19, 2014, S&T Bancorp, Inc. held its 2014 Annual Meeting of Shareholders (the Annual Meeting). A total of 29,737,219 shares of the Company's common stock were entitled to vote as of March 21, 2014, the record date for the Annual Meeting. There were 23,931,909 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 13 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:

|                       | FOR        | WITHHELD  | BROKER NON-VOTES |
|-----------------------|------------|-----------|------------------|
| Todd D. Brice         | 18,566,720 | 929,020   | 4,436,169        |
| John J. Delaney       | 14,187,674 | 5,308,066 | 4,436,169        |
| Michael J. Donnelly   | 14,211,992 | 5,283,748 | 4,436,169        |
| William J. Gatti      | 18,123,949 | 1,371,791 | 4,436,169        |
| Jeffrey D. Grube      | 18,675,249 | 820,491   | 4,436,169        |
| Frank W. Jones        | 18,146,175 | 1,349,565 | 4,436,169        |
| Joseph A. Kirk        | 18,678,602 | 817,138   | 4,436,169        |
| David L. Krieger      | 18,270,408 | 1,225,332 | 4,436,169        |
| James C. Miller       | 13,688,306 | 5,807,434 | 4,436,169        |
| Fred J. Morelli, Jr.  | 18,730,012 | 765,728   | 4,436,169        |
| Frank J. Palermo, Jr. | 18,747,990 | 747,750   | 4,436,169        |
| Christine J. Toretti  | 14,650,357 | 4,845,383 | 4,436,169        |
| Charles G. Urtin      | 18,413,240 | 1,082,500 | 4,436,169        |

**Proposal No. 2 Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2014**

The shareholders voted to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2014. The results of the vote were as follows:

| FOR        | AGAINST | ABSTAIN |
|------------|---------|---------|
| 23,776,184 | 92,376  | 63,349  |

**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:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 18,434,366 | 873,573 | 187,801 | 4,436,169        |

**Proposal No. 4 Approve the Adoption of the 2014 Incentive Plan**

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The shareholders voted to approve the adoption of the 2014 Incentive Plan. The results of the vote were as follows:

| FOR        | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 18,448,870 | 916,927 | 129,943 | 4,436,169        |

**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.

S&T Bancorp, Inc.

/s/ Mark Kochvar

Mark Kochvar

Senior Executive Vice President,

Chief Financial Officer

May 21, 2014