

MID PENN BANCORP INC  
Form 8-K  
May 04, 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

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Date of Report (Date of earliest event reported): May 3, 2011

Mid Penn Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or other jurisdiction  
of incorporation)

1-13677  
(Commission File Number)

25-1666413  
(IRS Employer  
Identification No.)

349 Union Street, Millersburg, Pennsylvania  
(Address of principal executive offices)

17061  
(Zip Code)

(717) 692-2133  
(Registrant's telephone number, including area code)

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))

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

On May 3, 2011, Mid Penn Bancorp, Inc. (the "Company") held its Annual Meeting of Shareholders for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders of the Company voted on the following proposals described in the Proxy Statement dated March 25, 2011.

The proposals voted on and approved or disapproved by the shareholders of the Company at the Annual Meeting were as follows:

Proposal No. 1. The Company's shareholders elected three individuals to serve as Class A members of the Board of Directors to serve for a three-year term and until their successors are elected and qualified, as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes
Matthew G. DeSoto	2,384,109	29,584	672,653
Robert C. Grubic	2,063,604	350,090	672,653
Gregory M. Kerwin	2,364,623	49,071	672,653

Proposal No. 2. The Company's shareholders ratified a non-binding proposal to approve the executive compensation, as described in the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) regarding the named executive officers in the Company's Proxy Statement, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,798,183	584,995	30,515	672,653

Proposal No. 3. The Company's shareholders ratified the appointment of ParenteBeard LLC, of Harrisburg, Pennsylvania, as the Company's independent registered public accounting firm for the year ending December 31, 2011, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,060,523	9,119	16,704	-

Item 7.01 Regulation FD Disclosure.

The slides used and presented at the Annual Meeting of Shareholders dealing with any information from the first quarter of 2011 are attached hereto as Exhibit 99.1.

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.

MID PENN BANCORP, INC.

Dated: May 4, 2011

By:           /s/ Rory G. Ritrievi  
                  Rory G. Ritrievi  
                  President & Chief Executive Officer

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Exhibit Number

Exhibits

99.1

Slides from the Annual Meeting of Shareholders