

LCNB CORP  
Form 8-K  
April 27, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8K

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, 2012

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio  
(State or other jurisdiction of  
incorporation)

0-26121  
(Commission File No.)

31-1626393  
(IRS Employer Identification  
Number)

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

45036  
(Zip Code)

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

N/A

(Former name or former address, if changed since last report)

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

The Annual Meeting of the shareholders of LCNB was held on April 24, 2012. At the meeting, the following items were voted on by the shareholders of LCNB:

1.

Electing two Class I directors for a three-year term; and

2.

Ratifying the appointment of J.D. Cloud & Co., LLP as the independent registered accounting firm for LCNB for the fiscal year ending December 31, 2012.

The following nominees were elected as Class I directors by the votes indicated below. In addition to the votes reported below, there were 584,885 broker non-votes on the proposal for the election of directors.

<u>Director</u>	<u>For</u>	<u>Withheld</u>
Stephen P. Wilson	4,185,813	3,185
Spencer S. Cropper	4,185,813	3,185

The ratification of the appointment of J.D. Cloud & Co., 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.

<u>For</u>	<u>Against</u>	<u>Abstained</u>
5,317,532	4,155	22,533

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: April 27, 2012

By: /s/ Stephen P Wilson  
Stephen P. Wilson

Chairman & Chief Executive Officer