

FIRST NATIONAL CORP /VA/  
Form 8-K  
May 12, 2016

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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 10, 2016

FIRST NATIONAL CORPORATION  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

0-23976  
(Commission File Number)

54-1232965  
(IRS Employer  
Identification No.)

112 West King Street  
Strasburg, Virginia  
(Address of principal executive offices)

22657  
(Zip Code)

Registrant's telephone number, including area code: (540) 465-9121

Not Applicable  
(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:

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

An annual meeting of shareholders of the Company was held on May 10, 2016 for the purpose of considering and acting upon the following matters:

- (1) The election of nine (9) directors to serve for a term of one year;
- (2) The ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Company's independent registered public accounting firm for the year ending December 31, 2016;
- (3) The approval of a non-binding advisory resolution approving the compensation of executive officers.

The final voting results for each proposal, including the votes for and against, and any withheld or broker non-votes, are described below.

## Proposal 1 – Election of Directors

The Company's shareholders elected all nine (9) nominees for director. For each nominee, the votes cast for and against, as well as withheld and broker non-votes, were as follows:

Director Nominee	For	Withheld	Broker Non-Votes
Douglas C. Arthur	2,294,870	3,286	1,518,328
Emily M. Beck	2,248,620	49,536	1,518,328
Elizabeth H. Cottrell	2,295,610	2,546	1,518,328
Miles K. Davis	2,250,720	47,436	1,518,328
Christopher E. French	2,295,610	2,546	1,518,328
W. Michael Funk	2,296,310	1,846	1,518,328
Scott C. Harvard	2,256,094	42,062	1,518,328
Gerald F. Smith, Jr.	2,295,570	2,586	1,518,328
James R. Wilkins, III	2,295,570	2,586	1,518,328

## Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm

The Company's shareholders approved the ratification of the Audit and Compliance Committee's selection of Yount, Hyde & Barbour, P.C. as the Company's independent registered public accounting firm for the year ending December 31, 2016. The votes cast for and against this proposal, as well as the votes withheld, were as follows:

For	Against	Withheld
3,799,904	0	16,580

## Proposal 3 – Non-Binding Vote on Executive Compensation

The Company's shareholders approved the advisory vote on the compensation of the Company's executive officers named in the proxy statement for the 2016 annual meeting of shareholders. The votes cast for and against this proposal, as well as withheld and broker non-votes, were as follows:

For	Against	Withheld	Broker Non-Votes
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2,187,115

77,892

33,149

1,518,328

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST NATIONAL CORPORATION

(Registrant)

May 12, 2016

By: /s/ M. Shane Bell  
M. Shane Bell  
Executive Vice President  
and Chief Financial Officer

