

C & F FINANCIAL CORP
Form 8-K
April 16, 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) April 15, 2014

C&F FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|-------------------------|-------------------------------------|
| Virginia | 000-23423 | 54-1680165 |
| (State or other jurisdiction of incorporation) | (CommissionFile Number) | (I.R.S. EmployerIdentification No.) |

| | |
|--|--------------|
| 802 Main Street, West Point, Virginia | 23181 |
| (Address of principal executive | (Zip Code) |

offices)

Registrant's telephone number, including area code (804) 843-2360

(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

C&F Financial Corporation (the Corporation) held its Annual Meeting of Shareholders on April 15, 2014. A quorum of shareholders was present, consisting of a total of 2,679,950 shares. Matters voted upon were (1) the election of two class III directors to serve until the 2017 Annual Meeting of Shareholders, (2) approval, in an advisory, non-binding vote, of the compensation of the Corporation's named executive officers and (3) ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Corporation's independent registered public accountant for the fiscal year ending December 31, 2014.

The two director nominees were elected and all other matters were approved by shareholders. The voting results with respect to each matter are set out below.

Election of Directors

| Director | For | Withheld | Broker Non-Votes |
|-------------------|-----------|----------|---------------------|
| J.P. Causey Jr. | 1,969,782 | 107,548 | 602,620 |
| Barry R. Chernack | 2,011,763 | 65,567 | 602,620 |

| | For | Against | Abstention | Broker Non-Votes |
|--|-----------|---------|------------|---------------------|
| Approval of the Compensation of the Corporation's Named Executive Officers | 1,860,246 | 98,646 | 118,438 | 602,620 |

| | For | Against | Abstention | Broker Non-Votes |
|--|-----------|---------|------------|---------------------|
| Ratification of the Appointment of Yount, Hyde & Barbour, P.C. as the Corporation's Independent Registered Public Accountant | 2,469,864 | 8,340 | 201,746 | 0 |

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.

C&F FINANCIAL CORPORATION
REGISTRANT

Date: April 16, 2014

By: /s/ Thomas F. Cherry
Thomas F. Cherry
Chief Financial Officer