

COMMUNITY BANK SYSTEM INC
Form 8-K
May 10, 2013

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 8, 2013

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 001-13695 (Commission File Number) | 16-1213679 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|---|--------------------------|
| 5790 Widewaters Parkway, DeWitt, New York (Address of principal executive offices) | 13214-1883 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (315) 445-2282

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.

The 2013 Annual Meeting of Shareholders (the “Annual Meeting”) of Community Bank System, Inc. (the “Company”) was held on May 8, 2013 in Alexandria Bay, New York. At the Annual Meeting, the Company’s shareholders (i) elected five (5) directors, (ii) approved on a non-binding advisory basis the Company’s executive compensation as set forth in the proxy statement, (iii) approved an amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock from 50,000,000 to 75,000,000; and (iv) ratified the appointment of PricewaterhouseCoopers, LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2013.

1. The Company’s shareholders elected five (5) individuals to the Board of Directors as set forth below:

| Name of Director | Number of Votes | | Broker Non-Votes |
|------------------------|-----------------|-----------|---------------------|
| | For | Withheld | |
| Mark J. Bolus | 28,326,587 | 429,202 | 4,951,156 |
| Nicholas A. DiCerbo | 25,616,439 | 3,139,351 | 4,951,156 |
| James A. Gabriel | 27,164,528 | 1,591,262 | 4,951,156 |
| Edward S. Mucenski | 28,333,441 | 422,348 | 4,951,156 |
| Brian R. Wright | 28,281,482 | 474,308 | 4,951,156 |

2. The Company’s shareholders approved, on a non-binding advisory vote, our executive compensation programs as described in the proxy statement as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 27,424,776 | 1,111,845 | 219,166 | 4,951,156 |

3. The Company’s shareholders approved an amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock from 50,000,000 to 75,000,000 as set forth below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|---------------------|
| 32,315,018 | 1,100,662 | 209,735 | 81,530 |

4. The Company’s shareholders ratified the appointment of PricewaterhouseCoopers, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013 as set forth below:

| For | Against | Abstain |
|------------|---------|---------|
| 33,313,371 | 314,509 | 79,062 |

Item 8.01 Other Events

On May 10, 2013, the Company issued a press release announcing the results of its Annual Meeting and the approval by the Board of Directors of a regular quarterly dividend of \$0.27 per share payable on July 10, 2013, to shareholders of record as of June 14, 2013.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

| Exhibit No. | Description |
|-------------|-----------------------------------|
| 99.1 | Press Release, dated May 10, 2013 |

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.

Community Bank System, Inc.

By: /s/ George J. Getman
Name: George J. Getman
Title: EVP and General Counsel

Dated: May 10, 2013

