

AMERICAN NATIONAL BANKSHARES INC.

Form 8-K

May 17, 2017

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 17, 2017

AMERICAN NATIONAL BANKSHARES INC.

(Exact name of registrant as specified in its charter)

Virginia 0-12820 54-1284688  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

628 Main Street, Danville, VA 24541  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:  
434-792-5111

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 240.13a-4(c))

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

American National Bankshares Inc. ("Company") held its annual shareholders' meeting on May 16, 2017. There were 8,638,744 shares of common stock entitled to vote at the Annual Meeting, of which 6,677,181 shares were present in person or by proxy. At the annual meeting, our shareholders (i) elected each of the persons listed below to serve as Class III directors of the Company, (ii) ratified the selection of an independent registered public accounting firm, (iii)

approved, on an advisory basis, executive compensation of the Company's named executive officers as disclosed in the proxy statement, (iv) approved, on an advisory basis, that an advisory vote on executive compensation should be held every year.

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Our independent inspector of elections reported the vote of the shareholders as follows:

Proposal 1: Election of Class III Directors to Serve Until the 2020 Annual Meeting

| Nominees            | Votes For | Votes Withheld | Broker Non-Votes | Votes Uncast |
|---------------------|-----------|----------------|------------------|--------------|
| Charles H. Majors   | 4,884,324 | 216,847        | 1,576,010        | —            |
| Claude B. Owen, Jr. | 4,732,783 | 368,388        | 1,576,010        | —            |
| Dan M. Pleasant     | 4,908,825 | 192,346        | 1,576,010        | —            |
| Joel R. Shepherd    | 4,904,148 | 197,023        | 1,576,010        | —            |

Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 6,361,145 | 304,366       | 11,670      | —                |

Proposal 3: Approval of Executive Compensation as Disclosed in the Proxy Statement

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,725,242 | 264,716       | 111,213     | 1,576,010        |

Proposal 4: Approval of Frequency of an Advisory Vote on Executive Compensation

| 1 Year    | 2 Years | 3 Years   | Abstentions | Broker Non-Votes |
|-----------|---------|-----------|-------------|------------------|
| 3,748,535 | 113,709 | 1,021,909 | 217,018     | 1,576,010        |

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.

Date: May 17, 2017  
 Executive Vice President and Chief Financial Officer

/s/ William W. Traynham