

Section 1: 8-K (8-K)

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 25, 2018

DNB Financial Corporation

(Exact name of registrant as specified in its charter)

Pennsylvania	1-34242	23-2222567
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

4 Brandywine Avenue, Downingtown, Pennsylvania	19335
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number,
including area code: (610) 269-1040

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging
growth
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On April 25, 2018, the Company held its annual meeting of shareholders. At the annual meeting, three matters were submitted to a vote of shareholders: (1) the election of four nominees to the Board of Directors of the Company for terms expiring in 2021; (2) an advisory (non-binding) "Say On Pay" resolution to approve executive officer compensation; and (3) the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. The number of votes cast for, against, or withheld as to each such matter or nominee, as well as the number of abstentions as to each such matter or nominee, are set forth below.

Proposal 1 - Election of four Class "B" Directors

<u>Nominee</u>	<u>FOR</u>	<u>WITHHOLD</u>
Peter R. Barsz	2,725,369	50,888
James R. Biery	2,731,875	36,670
Thomas A. Fillippo	2,666,410	111,028
Daniel O'Donnell	2,740,386	37,057

Proposal 2 - An advisory (non-binding) "Say On Pay" resolution to approve executive officer compensation

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
2,510,637	217,248	49,552

Proposal 3 - Ratification of BDO USA, LLP as the registered public accounting firm for the fiscal year ending December 31, 2018

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
3,477,310	35,112	2,152

Item 9. 01. Financial Statements and Exhibits.

(c) Exhibits. None

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.

DNB Financial Corporation

April 26, 2018

By: /s/ *Gerald F. Sopp*

Name: Gerald F. Sopp

*Title: Chief Financial Officer and
Executive Vice President*

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