

S&T BANCORP INC  
Form 8-K  
May 22, 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 20, 2013

**S&T Bancorp, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Pennsylvania**  
(State or Other Jurisdiction  
of Incorporation)

**0-12508**  
(Commission  
File Number)

**25-1434426**  
(IRS Employer  
Identification No.)

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**800 Philadelphia Street, Indiana, PA**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code (800) 325-2265**

**15701**

**Zip Code**

**Former name or address, if changed since last report Not Applicable**

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))P
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 20, 2013, consistent with S&T Bancorp, Inc.'s (the Company) mandatory retirement policy for directors, Alan Papernick retired from the Board of Directors.

On May 20, 2013, S&T Bancorp, Inc. announced that Charles G. Urtin has been named Chairman and that Christine J. Toretta has been named Vice Chairman of both the S&T Bancorp, Inc. and S&T Bank Boards of Directors. Both appointments were made at the May 20, 2013 Board of Directors meeting. A copy of the press release is attached hereto as Exhibit 99.1.

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

On May 20, 2013, S&T Bancorp, Inc. held its 2013 Annual Meeting of Shareholders (the Annual Meeting). A total of 29,729,548 shares of the Company's common stock were entitled to vote as of March 22, 2013, the record date for the Annual Meeting. There were 24,047,674 shares present in person or by proxy at the Annual Meeting, at which the shareholders were asked to vote on three proposals. Set forth below are the matters acted upon by the shareholders at the Annual Meeting, and the final voting results of each such proposal.

**Proposal No. 1 Election of Directors**

The shareholders elected 14 directors to serve a one-year term until the next annual meeting of shareholders and until their respective successors are elected and qualified. The results of the vote were as follows:

	FOR	WITHHELD	BROKER NON-VOTES
Todd D. Brice	18,578,053	850,332	4,619,289
John J. Delaney	15,068,890	4,359,495	4,619,289
Michael J. Donnelly	15,181,710	4,246,675	4,619,289
William J. Gatti	17,807,730	1,620,655	4,619,289
Jeffrey D. Grube	18,672,841	755,544	4,619,289
Frank W. Jones	18,661,134	767,251	4,619,289
Joseph A. Kirk	18,593,600	834,785	4,619,289
David L. Krieger	17,996,155	1,432,230	4,619,289
James C. Miller	18,297,970	1,130,415	4,619,289
Fred J. Morelli, Jr.	18,705,124	723,261	4,619,289
Frank J. Palermo, Jr.	18,723,774	704,611	4,619,289
Charles A. Spadafora	15,054,839	4,373,546	4,619,289
Christine J. Toretta	15,649,946	3,778,439	4,619,289
Charles G. Urtin	18,641,684	786,701	4,619,289

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**Proposal No. 2 Ratification of the Selection of Independent Registered Public Accounting Firm for Fiscal Year 2013**

The shareholders voted to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2013. The results of the vote were as follows:

FOR	AGAINST	ABSTAIN
23,879,379	128,262	40,033

**Proposal No. 3 Advisory Vote on S&T's Executive Compensation**

The shareholders voted to approve the non-binding, advisory proposal on the compensation of the Company's executive officers. The results of the vote were as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
18,214,730	1,024,586	189,069	4,619,289

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibit.

99.1 Press Release.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

S&T Bancorp, Inc.

/s/ Mark Kochvar  
Mark Kochvar  
Senior Executive Vice President,

May 22, 2013

Chief Financial Officer