

CODORUS VALLEY BANCORP INC  
Form 8-K  
May 20, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Form 8-K

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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 19, 2015

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**CODORUS VALLEY BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other  
jurisdiction of  
incorporation)

**0-15536**                      **23-2428543**  
(Commission File (IRS Employer  
Number)                      Number)

**105 Leader Heights Road**  
**P.O. Box 2887**  
**York, Pennsylvania**  
(Address of principal executive offices)

**17405-2887**  
(Zip code)

**717-747-1519**

(Registrant's telephone number including area code)

N/A

(Former name or address, if changed since last report)

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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 Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under 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))

CODORUS VALLEY BANCORP, INC.

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

On May 19, 2015, Codorus Valley Bancorp, Inc. (the “Corporation”) held its 2015 Annual Meeting of Shareholders (the “Annual Meeting”). A total of 5,838,553 shares of the Corporation’s common stock were entitled to vote as of March 4, 2015, the record date for the Annual Meeting and 4,633,771 shares were represented at the Annual Meeting. The Board of Directors submitted the following proposals to a vote of shareholders and the results of the voting on each proposal are presented below.

**Proposal 1 – Election of three Class A directors, each to serve a term of three years**

Director	Votes For	Votes Withheld	Broker Non-Vote
Jeffrey R. Hines	3,499,691	380,557	753,523
Rodney L. Krebs	3,497,304	382,944	753,523
Dallas L. Smith	3,496,826	383,422	753,523

**Proposal 2 – Approve an advisory, non-binding resolution regarding executive compensation**

Votes For	Votes Against	Abstain	Broker Non-Vote
3,375,762	241,424	263,062	753,523

**Proposal 3 – Ratify the appointment of BDO USA LLC as Codorus Valley Bancorp, Inc.’s Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2015**

Votes For	Votes Against	Abstain
4,528,847	67,561	37,363



**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.

Codorus Valley Bancorp, Inc.  
(Registrant)

Date: May 20, 2015 /s/ Larry J. Miller  
Larry J. Miller  
President and Chief  
Executive Officer  
(Principal Executive Officer)