

CANANDAIGUA NATIONAL CORP
Form 8-K
April 17, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

April 11, 2012

(Date of earliest event reported)

CANANDAIGUA NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

<u>New York</u> (State or other jurisdiction of incorporation)	<u>2-94863</u> (Commission File Number)	<u>16-1234823</u> (I.R.S. Employer Identification No.)
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72 South Main Street

Canandaigua, New York
(Address of principal executive offices)

14424
(Zip Code)

(585) 394-4260

(Registrant's telephone number, including area code)

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**

At the Annual Meeting of Shareholders of Canandaigua National Corporation (the "Corporation") held on Wednesday, April 11, 2012, the Corporation's shareholders voted on two proposals and cast their votes as described below. The proposals are described in detail in the Corporation's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on February 29, 2012, and amended on March 2, 2012.

Proposal 1: Election of Frank H. Hamlin, III, George W. Hamlin, IV, Caroline C. Shipley, and Sue S. Stewart as Class 1 Directors

Director nominees Frank H. Hamlin, III, George W. Hamlin, IV, Caroline C. Shipley, and Sue S. Stewart were elected as Class 1 Directors of the Corporation for a term of three years and until their successors have been elected and qualified as follows:

	Votes	Votes		Broker
Nominee	Cast For	Withheld	Abstentions	Non-votes
Frank H. Hamlin, III	1,139,083	6,847	0	0
George W. Hamlin, IV	1,136,866	9,064	0	0
Caroline C. Shipley	1,128,614	17,316	0	0
Sue S. Stewart	1,135,574	10,356	0	0

Proposal 2: Approval of an amendment to the Corporation's 2011 Omnibus Incentive Plan

The Corporation's shareholders approved an amendment to Section 8 of the Corporation's 2011 Omnibus Incentive Plan to remove the ten year term limitation on Stock Appreciation Rights awards as follows:

Votes	Votes		Broker
Cast For	Cast Against	Abstentions	Non-votes
1,090,509	31,119	24,302	0

No other matters were voted upon at the meeting.

SIGNATURE

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 thereunto duly authorized.

CANANDAIGUA NATIONAL CORPORATION

Dated: April 16, 2012

By: /s/ Lawrence A. Heilbronner

Lawrence A. Heilbronner

Executive Vice President and Chief Financial Officer