

CANANDAIGUA NATIONAL CORP

Form 8-K/A

April 29, 2013

**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 24, 2013**

(Date of earliest event reported)

**CANANDAIGUA NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**

(State or other jurisdiction of  
incorporation)

**2-94863**

(Commission File  
Number)

**16-1234823**

(I.R.S. Employer Identification  
No.)

**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 24, 2013, 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 March 4, 2013.

**Proposal 1: Election of Richard P. Miller, Robert G. Sheridan, Alan J. Stone as Class 3 Directors**

Director nominees Richard P. Miller, Robert C. Sheridan, Alan J. Stone were elected as Class 3 Directors of the Corporation for a term of three years and until their successors have been elected and qualified as follows:

	<b>Votes</b>		<b>Broker</b>	
<b>Nominee</b>	<b>Cast For</b>	<b>Withheld</b>	<b>Abstentions</b>	<b>Non-votes</b>
Richard P. Miller	1,145,611	15,853	0	0
Robert G. Sheridan	1,151,388	10,076	0	0
Alan J. Stone	1,147,853	13,611	0	0

**Proposal 2: Approval of in an advisory and non-binding vote, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.**

The Corporation's shareholders approved of in an advisory and non-binding vote, the compensation of the Company's named executive officers as disclosed in the Proxy Statement as follows:

<b>Votes</b>		<b>Broker</b>	
<b>Cast For</b>	<b>Cast Against</b>	<b>Abstentions</b>	<b>Non-votes</b>
1,104,808	19,566	37,090	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 29, 2013

By: /s/ Lawrence A. Heilbronner

Lawrence A. Heilbronner

Executive Vice President and Chief Financial Officer