

C & F FINANCIAL CORP  
Form 8-K  
April 21, 2011

**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 19, 2011

**C&F FINANCIAL CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

000-23423  
(Commission  
File Number)

54-1680165  
(I.R.S. Employer  
Identification No.)

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**802 Main Street, West Point, Virginia**  
(Address of principal executive offices)

**23181**  
(Zip Code)

**Registrant's telephone number, including area code (804) 843-2360**

(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-4c under the Exchange Act (17 CFR 240-13e-4c)

Item 5.07 Submission of Matters to a Vote of Security Holders

C&F Financial Corporation held its Annual Meeting of Shareholders on April 19, 2011. A quorum of shareholders was present, consisting of a total of 2,347,297 shares. Matters voted upon were (1) the election of two class III directors to serve until the 2014 Annual Meeting, (2) approval, in an advisory vote, of the compensation of the Corporation's named executive officers, and (3) ratification of the appointment of Yount, Hyde & Barbour, P.C. as the Corporation's independent registered public accountant for the fiscal year ending December 31, 2011.

The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set out below.

Election of Directors

| Director          | For       | Withheld | Broker Non-Votes |
|-------------------|-----------|----------|------------------|
| J.P. Causey Jr.   | 1,659,930 | 161,247  | 526,120          |
| Barry R. Chernack | 1,767,687 | 53,490   | 526,120          |

|   | For       | Against | Abstention | Broker Non-Votes |
|---|-----------|---------|------------|------------------|
| Approval of the Advisory Vote on Compensation of C&F Financial Corporation's Named Executive Officers | 1,592,203 | 97,107  | 131,867    | 526,120          |

|   | For       | Against | Abstention | Broker Non-Votes |
|---|-----------|---------|------------|------------------|
| Ratification of the Appointment of Yount, Hyde & Barbour, P.C. as Corporation's Independent Registered Accountant | 2,237,222 | 63,401  | 46,674     | 0                |

**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.

C&F FINANCIAL CORPORATION REGISTRANT

Date: April 21, 2011

By: /s/ Thomas F. Cherry  
Thomas F. Cherry  
Chief Financial Officer