

FNB BANCORP/CA/
Form 8-K
June 13, 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)

June 11, 2013

FNB BANCORP

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation)

000-49693 92-2115369
(Commission File Number) (IRS Employer Identification No.)

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975 El Camino Real, South San Francisco, California 94080

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (650) 588-6800

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 (see General Instruction A.2. below):

- 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.

The annual meeting of shareholders of FNB Bancorp was held on June 11, 2013. The meeting included four proposals:

- a) Election of nine Directors to serve for the year 2013.
- b) An advisory vote on executive compensation.
- c) An advisory vote on the Frequency of the Future “Say on Pay” votes.
- d) To ratify the appointment of Moss Adams LLP to serve as independent auditors for the fiscal year of 2013.

The results of the voting is attached to this report as Exhibit 99.01 and is incorporated here by reference.

The Board of Directors of FNB Bancorp has decided to include a shareholder vote on the compensation of executives in its proxy materials every three years.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.01 Results of voting at the Annual Meeting of FNB Bancorp Shareholders held on June 11, 2013.

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.

FNB BANCORP
(Registrant)

Dated: June 13, 2013. By: /s/ Dave A. Curtis
Dave A. Curtis
Senior Vice
President and

Chief Financial
Officer