

FIRST DEFIANCE FINANCIAL CORP
Form 10-Q/A
November 19, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q /A

(Amendment No. 1)

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. For the Quarterly Period Ended June 30, 2009

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Transition Period from _____ to _____

Commission file number 0-26850

First Defiance Financial Corp.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of

34-1803915
(I.R.S. Employer

incorporation or organization)

Identification Number)

601 Clinton Street, Defiance, Ohio
(Address or principal executive office)

43512
(Zip Code)

Registrant's telephone number, including area code: (419) 782-5015

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date. Common Stock, \$.01 Par Value 8,117,520 shares outstanding at August 10, 2009.

EXPLANATORY NOTE

First Defiance Financial Corp. (the Company) hereby amends Part II, Item 4 of its Quarterly Report on Form 10-Q for the quarter ended June 30, 2009, as originally filed with the Securities and Exchange Commission on August 10, 2009 (the Form 10-Q). The Company is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to include in Item 4 the results of its shareholders' non-binding advisory vote on executive compensation at the Company's 2009 Annual Meeting of Shareholders.

In accordance with the rules of the Securities and Exchange Commission, the Company has set forth the text of Part II, Item 4. In addition, updated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 have been included as Exhibits 31.1 and 31.2 and updated certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 have been included as Exhibits 32.1 and 32.2 to this Amendment. Other than the change to Item 4, the Form 10-Q is unchanged. This Amendment is limited in scope to the portions of the Form 10-Q set forth above and does not amend, update, or change any other items or disclosures contained in the Form 10-Q.

This Amendment continues to speak as of the date of the original filing of the Form 10-Q and we have not updated the disclosures contained therein to reflect any events that occurred at any subsequent date. The filing of this Amendment shall not be deemed an admission that the Form 10-Q, when filed, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement therein not misleading.

PART II-OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

At the annual meeting of shareholders held on April 21, 2009, in Defiance, Ohio the shareholders elected three directors to three-year terms and approved the executive compensation set forth in the 2009 Proxy Statement. The following are tabulations of all votes timely cast in person or by proxy by shareholders of First Defiance for the annual meeting:

I. Nominees for Director with Three-year Terms Expiring in 2012:

NOMINEE	FOR	WITHHELD
Douglas A. Burgei	5,643,099	285,972
Dwain I. Metzger	5,291,116	637,955
Samuel S. Strausbaugh	5,381,633	547,438

II. Non-Binding Vote on Executive Compensation:

FOR	AGAINST	ABSTAIN
5,385,846	437,276	105,949

Item 6. Exhibits

- Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- Exhibit 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act
- Exhibit 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act

FIRST DEFIANCE FINANCIAL CORP.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

First Defiance Financial Corp. (Registrant)

Date: November 17, 2009

By: /s/ Donald P. Hileman
Donald P. Hileman
Executive Vice President and Chief Financial Officer

(Principal Financial Officer)