

FIRST DEFIANCE FINANCIAL CORP
Form 8-K
April 26, 2010

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 20, 2010

FIRST DEFIANCE FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

0-26850
(Commission
File No.)

34-1803915
(IRS Employer
I.D. No.)

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601 Clinton Street, Defiance, Ohio 43512

(Address of principal executive offices) (Zip Code)

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

Not Applicable

(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 (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))

Section 5 Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) On April 20, 2010, First Defiance Financial Corp. (First Defiance) held its 2010 Annual Meeting of Shareholders (the Annual Meeting). At the close of business on March 5, 2010, the voting record date, there were 8,117,520 First Defiance common shares outstanding and entitled to vote. At the Annual Meeting, 6,190,531, or 76.3%, of the outstanding common shares entitled to vote were represented by proxy or in person.

(b) (i) Directors elected at the Annual Meeting for a three year term to expire at the 2013 Annual Meeting of Shareholders:

	Number of Votes:		
	For	Withheld	Broker Non-Votes
John L. Bookmyer	4,201,505	519,946	1,469,080
Stephen L. Boomer	5,551,827	169,624	1,469,080
Peter A. Diehl	6,376,098	345,353	1,469,080
William J. Small	4,522,759	198,692	1,469,080

Other directors whose term of office continued after the Annual Meeting:

Jean A. Hubbard

Barbara A. Mitzel

James L. Rohrs

Thomas A. Voigt

Douglas A. Burgei

Dwain I. Metzger

Samuel S. Strausbaugh

(ii) With respect to the vote to approve, in a non-binding advisory vote, First Defiance s executive compensation disclosed in the proxy statement for the Annual Meeting:

For	Against	Number of Votes:	
		Broker Non-Votes	Abstain
5,606,100	439,266		145,165

(iii) With respect to the vote to approve First Defiance's 2010 Equity Incentive Plan:

	Number of Votes:			
For	Against	Broker Non-Votes	Abstain	
4,124,167	482,865	1,466,080	117,419	

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 thereunto duly authorized.

FIRST DEFIANCE FINANCIAL CORP.

By: /s/ Donald P. Hileman
Donald P. Hileman
Chief Financial Officer

Date: April 26, 2010