

FIRST DEFIANCE FINANCIAL CORP  
Form 8-K  
April 30, 2012

**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 24, 2012

**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 24, 2012, First Defiance Financial Corp. ( First Defiance ) held its 2012 Annual Meeting of Shareholders (the Annual Meeting ). At the close of business on March 2, 2012, the voting record date, there were 9,630,528 First Defiance common shares outstanding and entitled to vote. At the Annual Meeting, 7,849,617, or 81.5%, 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 2015 Annual Meeting of Shareholders:

Number of Votes:

	For	Withheld	Broker Non-Votes
Douglas A. Burgei	6,373,640	116,703	1,350,722
Samuel S. Strausbaugh	6,375,856	114,486	1,350,722

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

John L. Bookmyer

Stephen L. Boomer

Peter A. Diehl

William J. Small

Jean A. Hubbard

Barbara A. Mitzel

James L. Rohrs

Thomas A. Voigt

(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:

Number of Votes:

For	Against	Broker Non-Votes	Abstain
6,100,503	337,147	1,350,725	61,242

(iii) With respect to the vote to ratify the appointment of Crowe Horwath LLP as First Defiance s independent registered public accounting firm for the 2012 fiscal year:

Number of Votes:

For	Against	Broker Non-Votes	Abstain
7,801,545	25,076		22,995



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.

FIRST DEFIANCE FINANCIAL CORP.

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

Date: April 30, 2012