

FARMERS & MERCHANTS BANCORP
Form 8-K
May 19, 2011

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

May 16, 2011

(Date of earliest event reported)

Farmers & Merchants Bancorp
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000 – 26099
(Commission File Number)

94-3327828
(IRS Employer Identification No.)

111 West Pine Street, Lodi, California 95240
(Address of principal executive offices) (Zip Code)

(209) 367-2300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changes 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-4(c) under the Exchange Act (17 CFR 240.13e-4(C))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 16, 2011, Farmers & Merchants Bancorp (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”) for which the Board of Directors solicited proxies. A quorum of stockholders was present, consisting of a total of 450,731 shares or 57.8% of shares outstanding. The following items were voted on during the Meeting:

1. Election of Directors

The seven nominees listed below were elected and the results of the election were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Stewart C. Adams, Jr.	442,320	8,411	0
Kevin Sanguinetti	442,879	7,852	0
Edward Corum, Jr.	443,299	7,432	0
Bruce A. Mettler	443,317	7,414	0
Carl Wishek, Jr.	442,102	8,629	0
Kent A. Steinwert	435,588	15,143	0
Calvin (Kelly) Suess	443,328	7,403	0

2. Stockholder Vote on Executive Compensation

In accordance with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“the Act”), the Company asked stockholders to provide advisory (non-binding) approval of executive compensation as described in the “Executive Compensation Discussion and Analysis” section of the 2011 proxy statement. The results of the election were as follows:

	Shares
For	419,291
Against	18,038
Abstain	13,402

3. Stockholder Vote on Frequency of Stockholder Votes on Executive Compensation

Consistent with the Act, the Company also asked for stockholder input with regard to the frequency of future stockholder advisory (non-binding) votes on our executive compensation programs. The results of the election were as follows:

	Shares
Three Years	364,114
Two Years	17,148
One Year	40,325
Abstain	29,144

Based on the stockholder advisory vote at the 2011 Annual Meeting, and the Board's own recommendation included in the 2011 Proxy Statement, the Board of Directors has determined that Farmers & Merchants Bancorp will include a "Stockholder Vote on Executive Compensation" in the Proxy Statement every three years.

Item 8.01 Other Events

On May 16, 2011, Farmers & Merchants Bancorp announced the Board of Directors' declaration of a mid-year cash dividend, a copy of which is included as Exhibit 99 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits:

99 Press release announcing the Board of Directors of Farmers & Merchants Bancorp's declaration of a mid-year cash dividend.

SIGNATURE

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.

FARMERS & MERCHANTS BANCORP

By /s/ Stephen W. Haley

Stephen W. Haley
Executive Vice President
& Chief Financial Officer

Date: May 18, 2011
