

FIRST DEFIANCE FINANCIAL CORP

Form 8-K

January 04, 2019

**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): January 1, 2019

**FIRST DEFIANCE FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

OHIO

0-26850

34-1803915

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

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

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

## **Section 5 – Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On January 1, 2019, First Defiance Financial Corp. (the “Company”) awarded Kevin T. Thompson, Chief Financial Officer of the Company, 1,000 shares of the Company’s stock pursuant to the First Defiance Financial Corp. 2010 Equity Incentive Plan. The award was made through a Restricted Stock Award Agreement (the “Award Agreement”) and provides that the shares vest on January 1, 2020. The Award Agreement differs from the standard form of Award Agreement in that Section 5(b) provides that the award shall immediately vest if Mr. Thompson retires prior to the vesting date.

The above summary of the material terms of the Award Agreement is qualified by reference to the text of the Award Agreement, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

## **Section 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
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<u>10.1</u>	<u>Restricted Stock Award Agreement with Mr. Thompson, dated January 1, 2019</u>
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**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, President and Chief Executive Officer

Date: January 4, 2019