

CHOICEONE FINANCIAL SERVICES INC
Form 8-K
January 29, 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 29, 2019**

ChoiceOne Financial Services, Inc.

(Exact Name of Registrant as
Specified in its Charter)

Michigan **000-19202** **38-2659066**
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

109 E. Division Street
Sparta, Michigan **49345**
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: **(616) 887-7366**

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))

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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.

Item 7.01 Regulation FD Disclosure

ChoiceOne Financial Services, Inc. (“ChoiceOne”) is furnishing investor presentation materials as Exhibit 99.1 to this Form 8-K, which are to be used by ChoiceOne management in meetings with investors beginning January 29, 2019.

The information in Items 7.01 and 9.01 of this report, including Exhibit 99.1, is furnished to, and not filed with, the Commission.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 ChoiceOne Financial Services, Inc. Investor Presentation. This Exhibit is furnished to, and not filed with, the Commission.

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.

Dated: January 29, 2019
CHOICEONE
FINANCIAL
SERVICES, INC.
(Registrant)

By: /s/ Thomas Lampen
Thomas Lampen
Its Treasurer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document</u>
<u>99.1</u>	<u>ChoiceOne Financial Services, Inc. Investor Presentation. This Exhibit is furnished to, and not filed with, the Commission.</u>

releases, including the use of any non-GAAP financial measure as defined by the rules of the Commission, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally, covering, for example the types of information to be disclosed and the type of presentation to be made.

16. Review and discuss with management and the external auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

17. Meet periodically with management to review and discuss the Company's major risk exposures and any steps management has taken to monitor and control such exposures, including the Company's guidelines and policies concerning risk assessment and management.

18. Review and discuss with management and the external auditors (i) major issues regarding accounting principles and financial statement presentations, including significant changes in the selection or application of accounting principles, any major issues concerning the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies; and (ii) analyses prepared by management and/or the external auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative methods of generally accepted accounting principles on the financial statements.

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19. Review proposed changes to the Company's financial and accounting standards and principles and the Company's policies and procedures with respect to its internal accounting, auditing and control over financial reporting.
20. Obtain assurance from the external auditors that Section 10A(b) of the Exchange Act has not been implicated.
21. Assist the Board in its oversight of the Company's legal and regulatory compliance by advising the Board with respect to the Company's policies and procedures concerning compliance with the Company's Code of Business Conduct and Ethics. Obtain reports from management, the internal auditors and the external auditors addressing the Company's and its subsidiaries' compliance with the Company's Code of Business Conduct and Ethics as well as applicable laws and regulations. Review reports and disclosures of insider and affiliated party transactions.
22. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
23. Review and discuss with management, including the Company's General Counsel, the internal auditor and the external auditors any legal matters that may have a material impact on the financial statements or the Company's compliance policies and any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
24. Review and approve the services provided by independent accounting firms other than the external auditors.
25. Provide a report of Committee activities to the Board at regular intervals and review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's external auditors, or the performance of the internal auditors.
26. Perform such other functions as requested by the Board, or required by law or NYSE rule.

Annual Review of Charter and Performance

At least annually, the Committee shall review and reassess the adequacy of this Charter. The Committee shall report the results of the review to the Board and, if necessary, recommend that the Board amend this Charter. The Committee shall annually review its own performance.

As adopted by the Board of Directors on November 18, 2003.

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Please
Mark Here
for Address
Change or
Comments
SEE REVERSE
SIDE **O**

ADMINISTAFF, INC.

PLEASE MARK VOTE IN SQUARE IN THE FOLLOWING MANNER USING DARK INK ONLY. **X**

<p>1. Election of Directors: Nominees: 01) Jack M. Fields, Jr. 02) Paul S. Lattanzio 03) Richard G. Rawson</p>	<p>2. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the year 2004.</p>	<p>FOR ALL WITHHELD ALL FOR ALL EXCEPT</p>	<p>FOR AGAINST ABSTAIN</p>
		<p>O O O</p>	<p>O O O</p>

For all except nominee(s) crossed out.

The undersigned hereby revokes all previous proxies relating to the shares of Common Stock covered hereby and confirms all that said Proxy may do by virtue hereof.

Dated: _____, 2004

Signature of Stockholder

Signature of Stockholder

This proxy must be signed exactly as the name appears hereon. Joint owners should each sign. Executors, administrators, trustees, etc., should give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer.

é FOLD AND DETACH HERE é

**Vote by Internet or Telephone or Mail
24 Hours a Day, 7 Days a Week**

**Internet and telephone voting is available through 11:59 PM Eastern Time
the day prior to annual meeting day.**

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner
as if you marked, signed and returned your proxy card.**

Internet
<http://www.eproxy.com/asf>

OR

Telephone
1-800-435-6710

OR

Mail

Mark, sign and date
your proxy card
and

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Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

return it in the enclosed postage-paid envelope.

**If you vote your proxy by Internet or by telephone,
you do NOT need to mail back your proxy card.**

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PROXY

**This Proxy is Solicited on Behalf of the Board of Directors
For the Annual Meeting of Stockholders of**

PROXY

**ADMINISTAFF, INC.
To be Held on May 6, 2004**

The undersigned hereby appoints Paul J. Sarvadi and John H. Spurgin, II, or either of them, as the lawful agents and proxies of the undersigned (with all the powers the undersigned would possess if personally present, including full power of substitution), and hereby authorizes them to represent and to vote, as designated on the reverse side, all the shares of Common Stock of Administaff, Inc. held of record by the undersigned on March 9, 2004, at the Annual Meeting of Stockholders of Administaff, Inc., to be held at the Company's Corporate Headquarters, Centre I in the Auditorium, located at 22900 Hwy. 59 N. (Eastex Freeway), Kingwood, Texas on May 6, 2004 at 10:00 a.m., Central Daylight Savings Time, or any reconvened meeting after an adjournment thereof.

It is understood that when properly executed, this proxy will be voted in the manner directed herein by the undersigned stockholder. **Where no choice is specified by the Stockholder, the proxy will be voted FOR the Proposals 1 and 2, and in the discretion of the persons named herein on all other matters that may properly come before the Annual Meeting.**

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)

Address Change/Comments (Mark the corresponding box on the reverse side)

FOLD AND DETACH HERE

You can now access your ADMINISTAFF, INC. account online.

Access your Administaff, Inc., shareholder/stockholder account online via Investor ServiceDirect® (ISD).

Mellon Investor Services LLC, Transfer Agent for Administaff, Inc., now makes it easy and convenient to get current information on your shareholder account.

View account status

View payment history for dividends

View certificate history

Make address changes

View book-entry information

Obtain a duplicate 1099 tax form

Establish/change your PIN

*Visit us on the web at <http://www.melloninvestor.com>
For Technical Assistance Call 1-877-978-7778 between 9am-7pm
Monday-Friday Eastern Time*