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## Section 1: 8-K (8-K MPB SHAREHOLDER MEETING RESULTS)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

### FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 25, 2018**

**MID PENN BANCORP, INC.**  
*(Exact Name of Registrant as Specified in its Charter)*

**Pennsylvania**  
*(State or Other Jurisdiction of  
Incorporation or Organization)*

**1-13677**  
*(Commission File Number)*

**25-1666413**  
*(I.R.S. Employer  
Identification Number)*

**349 Union Street**  
**Millersburg, Pennsylvania**  
*(Address of Principal Executive Offices)*

**1.866.642.7736**  
*(Registrant's telephone number, including area code)*

**17061**  
*(Zip Code)*

**Not Applicable**  
*(Former Name or Former Address, if Changed Since Last Report)*

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

Mid Penn Bancorp, Inc. (the "Corporation") held a Special Meeting of Shareholders (the "Special Meeting") on July 25, 2018. The following is a summary of the matters voted upon at the Special Meeting and the votes cast on each matter.

**Proposal 1:** To approve and adopt the Agreement and Plan of Merger, dated as of January 16, 2018 (the "Merger Agreement"), between the Corporation and First Priority Financial Corp. ("First Priority"), which provides for, among other things, the merger of First Priority with and into Mid Penn.

The shareholders approved and adopted the Merger Agreement. The number and type of votes cast with respect to the proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,663,895	69,187	4,225

In connection with the Special Meeting, the Corporation also solicited proxies with respect to a proposal to authorize the Board of Directors to adjourn the Special Meeting, if necessary to solicit additional proxies, in the event there were not sufficient votes at the time of the Special Meeting to approve the Merger Agreement. The adjournment proposal was not submitted to the Corporation's shareholders for approval at the Special Meeting because there were sufficient votes to approve the Merger Agreement.

## Item 8.01. Other Events.

On July 25, 2018, the Corporation and First Priority issued a joint press release. The press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 [Press release, dated July 25, 2018, of Mid Penn Bancorp and First Priority Financial Corp.](#)

## 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.

MID PENN BANCORP, INC.

Dated: July 25, 2018

By: /s/ Rory G. Ritrievi  
Rory G. Ritrievi  
President and Chief Executive Officer

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## Section 2: EX-99.1 (EX-99.1)



## NEWS RELEASE

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### FOR IMMEDIATE RELEASE

## Shareholders of Mid Penn Bancorp, Inc. and First Priority Financial Corp. Approve Merger

MILLERSBURG, Pa. and MALVERN, Pa. (July 25, 2018) (GLOBE NEWSWIRE) – Mid Penn Bancorp, Inc. (“Mid Penn”) (NASDAQ: MPB) and First Priority Financial Corp. (“First Priority”) (OTCQX: FPBK) announced that shareholders from both Mid Penn and First Priority, at special meetings of their respective shareholders, overwhelmingly approved Mid Penn’s proposed acquisition of First Priority. Shareholders of First Priority approved the acquisition on July 24, 2018, and shareholders of Mid Penn approved the acquisition on July 25, 2018.

“We are thrilled with the level of support for this transaction,” said Rory G. Ritrievi, President & CEO of Mid Penn Bancorp, Inc. “Of the total number of votes received, over 99% of First Priority shares voted in favor of the merger and over 98% of Mid Penn shares voted in favor of the merger.”

The merger will expand Mid Penn’s footprint into the desirable demographic markets of southeastern Pennsylvania, including Chester, Berks, Montgomery and Bucks counties. Mid Penn, on a pro forma basis following completion of the merger, will have over \$2 billion in assets. The acquisition is subject to various conditions to closing and is expected to close in the third quarter of 2018.

### About Mid Penn Bancorp, Inc.

Mid Penn Bancorp, Inc. (NASDAQ: MPB), headquartered in Millersburg, Pa., has been serving the community since 1868. Mid Penn has 29 retail locations in the state of Pennsylvania and total assets of approximately \$1.4 billion. Its footprint includes Cumberland, Dauphin, Fayette, Lancaster, Luzerne, Northumberland, Schuylkill and Westmoreland counties. The bank offers a comprehensive portfolio of products and services to meet the banking needs of the communities it serves. To learn more about Mid Penn Bank, visit [www.midpennbank.com](http://www.midpennbank.com).

## **About First Priority Financial Corp.**

First Priority Financial Corp. has total assets of approximately \$615 million. Headquartered in Malvern, Pa., First Priority provides personal banking, business banking and wealth management services through its seven locations in Chester, Berks, Montgomery and Bucks counties. Additional information is available through the bank's website at [www.fpbk.com](http://www.fpbk.com).

## **Safe Harbor for Forward-Looking Statements**

This document may contain forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Actual results and trends could differ materially from those set forth in such statements due to various risks, uncertainties and other factors. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: the continued effectiveness of regulatory approvals and the satisfaction of other closing conditions to the merger, including approval by shareholders of Mid Penn and First Priority; the timing of closing the merger; difficulties and delays in integrating the business or fully realizing cost savings and other benefits; ineffectiveness of the company's business strategy due to changes in current or future market conditions; the effects of competition, and of changes in laws and regulations, including industry consolidation and development of competing financial products and services; interest rate movements; changes in credit quality; inability to achieve other merger-related synergies; difficulties in integrating distinct business operations, including information technology difficulties; volatilities in the securities markets; and deteriorating economic conditions, and other risks and uncertainties, including those detailed in Mid Penn Bancorp, Inc.'s and First Priority Financial Corp.'s filings with the Securities and Exchange Commission (SEC).

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