

CENTRAL FEDERAL CORP  
Form 8-K  
May 21, 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): May 17, 2012

**CENTRAL FEDERAL CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**0-25045**  
(Commission

File Number)

**34-1877137**  
(IRS Employer

Identification Number)

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**2923 Smith Road, Fairlawn, Ohio**  
(Address of Principal Executive Offices)

**44333**  
(Zip Code)  
**Not Applicable**

**(330) 666-7979**  
(Registrant's Telephone Number)

(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:

- .. 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))

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

The Company held its Annual Meeting on May 17, 2012, the purpose of which was to consider and vote upon the individual matters as described below. The results of the voting were as follows:

1. The term of one of the Company's five directors expired at the meeting. The director was re-elected by the stockholders for a three-year term expiring at the annual meeting in 2015. Results of the voting were as follows:

| Nominee            | Vote    |          | Broker<br>Non-votes |
|--------------------|---------|----------|---------------------|
|                    | For     | Withheld |                     |
| Jeffrey W. Aldrich | 194,567 | 158,458  | 421,404             |

2. The approval of a non-binding advisory vote on the compensation of executives as disclosed in the proxy statement.

|         |         |         | Broker    |
|---------|---------|---------|-----------|
| For     | Against | Abstain | Non-votes |
| 186,387 | 162,923 | 3,715   | 421,404   |

3. Ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012:

| For     | Against | Abstain |
|---------|---------|---------|
| 722,050 | 11,637  | 40,742  |

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.

Central Federal Corporation

Date: May 21, 2012

By: /s/ Therese Ann Liutkus  
Therese Ann Liutkus, CPA  
President, Treasurer and Chief Financial Officer