

S&T BANCORP INC  
Form 8-K  
March 27, 2014

**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): March 17, 2014**

**S&T BANCORP, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**PENNSYLVANIA**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**0-12508**  
**(Commission**  
**File Number)**  
**800 Philadelphia Street**

**25-1434426**  
**(IRS Employer**  
**Identification No.)**

**Indiana, Pennsylvania**

**(Address of principal executive offices)**

**15701**

**(Zip Code)**

**(800) 325-2265**

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

**Not Applicable**

**(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On March 17, 2014, the board of directors (the Board ) of S&T Bancorp, Inc. (S&T ) adopted amended and restated by-laws of S&T (the Amended and Restated By-Laws ). The Amended and Restated By-Laws, among other things: (i) dictate the type of notice to be given for shareholder meetings; (ii) provide revised procedures for nominations for the election of directors and other proposals for action at an annual meeting of shareholders; (iii) changed the mandatory retirement age for certain directors; (iv) changed the minimum and maximum sizes of the Board; and (v) include additional details regarding the structure of Board committees.

The foregoing description of the amendments made in the Amended and Restated By-Laws is qualified by reference to the Amended and Restated By-Laws, a copy of which is filed herewith as Exhibit 3.1 and is incorporated herein by reference.

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

(d) Exhibits

The exhibits to this current report are listed in the Exhibit Index attached hereto and incorporated by reference herein.

**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.

S&T BANCORP, INC.

/s/ Mark Kochvar

Name: Mark Kochvar

Title: Senior Executive Vice President,

Chief Financial Officer

Date: March 27, 2014

**EXHIBIT INDEX**

Exhibit No.	Description
3.1	Amended and Restated By-Laws of S&T Bancorp, Inc.