

Discover Financial Services  
Form 8-K  
April 19, 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): April 18, 2012

**DISCOVER FINANCIAL SERVICES**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33378

Delaware  
(State or other jurisdiction)

36-2517428  
(IRS Employer)

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of incorporation)

Identification No.)

2500 Lake Cook Road, Riverwoods, Illinois 60015

(Address of principal executive offices, including zip code)

(224) 405-0900

(Registrant's telephone number, including area code)

N/A

(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.**

Discover Financial Services ( Company ) held its annual shareholders meeting on April 18, 2012. At the annual meeting, the Company s shareholders (i) elected each of the persons listed below to serve as a director of the Company for a term that will continue until the next annual meeting of shareholders or until his or her successor has been duly elected and qualified or the director s earlier resignation, death or removal, (ii) approved the advisory vote on named executive officer compensation, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2012.

The Company s independent inspector of elections reported the vote of the shareholders as follows:

**Proposal 1: Election of Directors.**

| Nominees             | Votes       |            |               | Broker Non- |
|----------------------|-------------|------------|---------------|-------------|
|                      | Votes FOR   | AGAINST    | Votes ABSTAIN | Votes       |
| Jeffrey S. Aronin    | 418,090,922 | 9,581,769  | 334,276       | 35,653,333  |
| Mary K. Bush         | 422,470,421 | 5,103,689  | 432,858       | 35,653,333  |
| Gregory C. Case      | 418,015,721 | 9,660,135  | 331,111       | 35,653,333  |
| Robert M. Devlin     | 418,212,154 | 9,468,882  | 325,931       | 35,653,333  |
| Cynthia A. Glassman  | 426,690,868 | 1,013,438  | 302,661       | 35,653,333  |
| Richard H. Lenny     | 418,510,907 | 9,167,038  | 329,023       | 35,653,333  |
| Thomas G. Maheras    | 426,640,347 | 1,031,877  | 334,743       | 35,653,333  |
| Michael H. Moskow    | 426,289,982 | 1,392,696  | 324,289       | 35,653,333  |
| David W. Nelms       | 416,549,504 | 11,097,416 | 360,047       | 35,653,333  |
| E. Follin Smith      | 426,747,939 | 914,574    | 344,455       | 35,653,333  |
| Lawrence A. Weinbach | 426,449,324 | 1,205,714  | 351,929       | 35,653,333  |

**Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation.**

| Votes FOR   | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|-------------|---------------|---------------|------------------|
| 406,214,980 | 20,307,721    | 1,483,264     | 35,654,336       |

**Proposal 3: Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm.**

| Votes FOR   | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|-------------|---------------|---------------|------------------|
| 453,857,894 | 8,821,419     | 980,987       | 0                |

**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.

**DISCOVER FINANCIAL SERVICES**

Dated: April 19, 2012

By: /s/ Simon B. Halfin  
Name: Simon B. Halfin  
Title: Vice President, Assistant General Counsel and Assistant Secretary