

NELNET INC  
Form 8-K  
May 24, 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 24, 2012

NELNET, INC.

(Exact name of registrant as specified in its charter)

Nebraska 001-31924 84-0748903  
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

121 South 13th Street  
Suite 201 68508  
Lincoln, Nebraska  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (402) 458-2370

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))

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

Nelnet, Inc. (the “Company”) held its 2012 annual shareholders' meeting on May 24, 2012. At the meeting, the following proposals were submitted to a vote of our shareholders, with the voting results indicated below:

Proposal 1: Election of Directors. Our shareholders elected the following eight directors to hold office until the 2013 annual meeting of shareholders and until their successors have been duly elected or appointed.

|                        | For         | Against   | Abstain | Broker Non-Votes |
|------------------------|-------------|-----------|---------|------------------|
| Michael S. Dunlap      | 143,057,816 | 556,269   | 1,213   | 2,464,888        |
| Stephen F. Butterfield | 135,198,914 | 8,415,177 | 1,207   | 2,464,888        |
| James P. Abel          | 142,541,148 | 1,073,044 | 1,106   | 2,464,888        |
| William R. Cintani     | 143,363,460 | 239,469   | 12,369  | 2,464,888        |
| Kathleen A. Farrell    | 143,377,179 | 236,312   | 1,807   | 2,464,888        |
| Thomas E. Henning      | 143,300,338 | 313,243   | 1,717   | 2,464,888        |
| Kimberly K. Rath       | 136,793,313 | 6,820,169 | 1,816   | 2,464,888        |
| Michael D. Reardon     | 142,541,791 | 1,071,700 | 1,807   | 2,464,888        |

Proposal 2: Ratification of the appointment of KPMG LLP. Our shareholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for the year ended December 31, 2012.

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 145,836,885 | 214,773 | 28,528  | —                |

Proposal 3: Advisory vote on executive compensation. Our shareholders approved, by an advisory vote, the compensation of our named executive officers.

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 142,740,503 | 865,529 | 9,266   | 2,464,888        |

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: May 24, 2012

NELNET, INC.

By: /s/ TERRY J. HEIMES

Name: Terry J. Heimes

Title: Chief Financial Officer