

Edgar Filing: Capitol Federal Financial, Inc. - Form 8-K

Capitol Federal Financial, Inc.
Form 8-K
January 24, 2019

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)
January 22, 2019

CAPITOL FEDERAL
FINANCIAL, INC.

(Exact name of
Registrant as specified
in its Charter)

| | | |
|--|-----------------------------|--|
| Maryland | 001-34814 | 27-2631712 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

700 South Kansas
Avenue Topeka,
Kansas 66603

(Address of
principal executive
offices) (Zip Code)

Registrant's telephone number, including area code:
(785) 235-1341

N/A
(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:

- 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 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

Capitol Federal Financial, Inc. (the “Company”) held its Annual Meeting of Stockholders on January 22, 2019 (the “Annual Meeting”). Holders of record of the Company’s common stock at the close of business on November 30, 2018 were entitled to vote on three items at the Annual Meeting. Stockholders elected John B. Dicus, James G. Morris and Jeffrey R. Thompson each to a three-year term as director. The stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement for the Annual Meeting (the "Say on Pay Vote"). The stockholders also ratified the appointment of Deloitte & Touche LLP as the Company’s independent auditors for the fiscal year ending September 30, 2019. The final voting results of each item are set forth below.

| Proposal | Number of Votes | | | Broker Non-Votes |
|---|-----------------|---------|-----------|---------------------|
| | For | Against | Abstained | |
| 1. Election of the following directors for the terms indicated: John B. Dicus (three years) | 106,345 | 275,275 | 49,407 | 18,569,204 |
| James G. Morris (three years) | 107,058 | 282,356 | 208,267 | 18,569,204 |
| Jeffrey R. Thompson (three years) | 105,885 | 293,221 | 210,386 | 18,569,204 |

The following directors had their term of office continue after the meeting:

- Michel' Philipp Cole
- Jeffrey M. Johnson
- Michael T. McCoy,

M.D.
Morris
J.
Huey,
II
Reginald
L.
Robinson

| | Number of Votes | | | Broker Non-Votes |
|---|-----------------|---------|-----------|---------------------|
| | For | Against | Abstained | |
| Proposal 2. Stockholder approval, on advisory basis, of executive compensation | 104,173,401 | 14,662 | 960,929 | 18,569,208 |

| | Number of Votes | | | Broker Non-Votes |
|---|-----------------|---------|-----------|---------------------|
| | For | Against | Abstained | |
| Proposal 3. Ratification of Deloitte & Touche LLP as independent auditors | 126,198,209 | 19,016 | 101,478 | — |

ITEM 7.01 REGULATION FD DISCLOSURE

Attached hereto as Exhibit 99.1 and incorporated herein by reference are the slides from the Company's presentation at the Annual Meeting on January 22, 2019.

On January 22, 2019, the Company issued the press release attached hereto as Exhibit 99.2 and incorporated herein by reference announcing a cash dividend of \$0.085 per share, payable on February 15, 2019 to holders of record of the Company's common stock as of the close of business on February 1, 2019.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 99.1 – Annual Meeting slide presentation

Exhibit 99.2 – Press release announcing dividend dated January 22, 2019

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.

CAPITOL
FEDERAL
FINANCIAL, INC.

Date: By: /s/
January Kent G.
24, 2019 Townsend

Kent G.
Townsend,
Executive
Vice-President,
Chief
Financial
Officer,
and
Treasurer