

AMERICAN FINANCIAL GROUP INC
Form 8-K
May 23, 2017

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 23, 2017
AMERICAN FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Ohio | 1-13653 | 31-1544320 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

301 East Fourth Street, Cincinnati, OH 45202
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (513) 579-2121

(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 (see General Instruction A.2. below):

- 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.

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

The Company held its annual meeting of shareholders on May 23, 2017. The voting results on the proposals considered at the annual meeting are set forth below:

1. Elect 11 directors.

| | <u>For</u> | <u>Withheld</u> | Broker <u>Non-Votes</u> |
|----------------------------|------------|-----------------|----------------------------|
| Carl H. Lindner III | 73,763,357 | 2,860,410 | 4,664,308 |
| S. Craig Lindner | 73,763,564 | 2,860,203 | 4,664,308 |
| Kenneth C. Ambrecht | 73,259,962 | 3,363,805 | 4,664,308 |
| John B. Berding | 66,981,413 | 9,642,354 | 4,664,308 |
| Joseph E. (Jeff) Consolino | 67,025,600 | 9,598,167 | 4,664,308 |
| Virginia C. Drosos | 74,677,531 | 1,946,236 | 4,664,308 |
| James E. Evans | 70,476,258 | 6,147,509 | 4,664,308 |
| Terry S. Jacobs | 72,514,628 | 4,109,139 | 4,664,308 |
| Gregory G. Joseph | 75,887,910 | 735,857 | 4,664,308 |
| William W. Verity | 68,099,033 | 8,524,734 | 4,664,308 |
| John I. Von Lehman | 75,539,559 | 1,084,208 | 4,664,308 |

2. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2017.

| | | |
|------------|----------------|----------------|
| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
| 80,462,040 | 803,754 | 22,281 |

3. Approve, on an advisory basis, compensation of our named executive officers.

| | | | |
|------------|----------------|----------------|----------------------------|
| <u>For</u> | <u>Against</u> | <u>Abstain</u> | Broker <u>Non-Votes</u> |
| 73,562,674 | 2,934,269 | 126,824 | 4,664,308 |

4. Nonbinding advisory vote on the frequency of the advisory vote on executive compensation.

| | | | | |
|-----------------|------------------|--------------------|----------------|----------------------------|
| <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> | <u>Abstain</u> | Broker <u>Non-Votes</u> |
| 68,208,638 | 112,988 | 8,227,904 | 74,237 | 4,664,308 |

After reviewing the results of the nonbinding advisory vote on the frequency of the advisory vote on executive compensation, the Board of Directors has determined that future advisory votes on executive compensation will be submitted to shareholders on an annual basis until the next required advisory vote.

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 thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

Date: May 23, 2017 By: /s/ Mark A. Weiss -
Mark A. Weiss
Vice President