

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
May 23, 2018

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 22, 2018  
AMERICAN FINANCIAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Ohio  | 1-13653                  | 31-1544320                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>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 22, 2018. The voting results on the proposals considered at the annual meeting are set forth below:

1. Elect 11 directors.

|                            | For        | Withheld   | Broker<br>Non-Votes |
|----------------------------|------------|------------|---------------------|
| Carl H. Lindner III        | 72,366,349 | 3,117,846  | 5,091,770           |
| S. Craig Lindner           | 72,366,670 | 3,117,525  | 5,091,770           |
| Kenneth C. Ambrecht        | 64,379,772 | 11,104,423 | 5,091,770           |
| John B. Berding            | 69,137,967 | 6,346,228  | 5,091,770           |
| Joseph E. (Jeff) Consolino | 66,345,410 | 9,138,785  | 5,091,770           |
| Virginia C. Drosos         | 73,920,429 | 1,563,766  | 5,091,770           |
| James E. Evans             | 65,923,712 | 9,560,483  | 5,091,770           |
| Terry S. Jacobs            | 70,433,469 | 5,050,726  | 5,091,770           |
| Gregory G. Joseph          | 73,039,517 | 2,444,678  | 5,091,770           |
| William W. Verity          | 60,150,128 | 15,334,067 | 5,091,770           |
| John I. Von Lehman         | 66,844,579 | 8,639,616  | 5,091,770           |

2. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018.

| For        | Against   | Abstain |
|------------|-----------|---------|
| 78,736,914 | 1,782,487 | 56,564  |

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

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 70,621,189 | 4,507,449 | 355,557 | 5,091,770           |

4. Shareholder proposal to prepare sustainability report.

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 36,078,694 | 38,527,017 | 878,484 | 5,091,770           |

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, 2018 By: /s/ Mark A. Weiss  
Mark A. Weiss  
Vice President