

CINCINNATI FINANCIAL CORP

Form 8-K

May 01, 2014

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: April 26, 2014

(Date of earliest event reported)

CINCINNATI FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Ohio | 0-4604 | 31-0746871 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 6200 S. Gilmore Road, Fairfield, Ohio | 45014-5141 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (513) 870-2000

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 240.13a-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

Item 7.01 Regulation FD Disclosure

On April 28, 2014, Cincinnati Financial Corporation issued the attached news release "Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings." The news release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference. On April 28, 2014, Cincinnati Financial Corporation issued the attached news release "Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend." The news release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference.

Final voting results on matters properly brought before the annual meeting of shareholders held on April 26, 2014, are set forth below:

Total Outstanding Shares as of Record Date: 163,522,622 Shares Voted at Meeting: 144,705,523

Proposal 1—Election of Directors

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| | For | Withhold | Abstain | Broker Non-Votes |
|-------------------------|-------------|------------|---------|------------------|
| William F. Bahl | 115,953,993 | 10,443,802 | 395,761 | 17,911,967 |
| Gregory T. Bier | 124,445,691 | 1,940,159 | 407,706 | 17,911,967 |
| Linda W. Clement-Holmes | 125,975,813 | 423,376 | 394,367 | 17,911,967 |
| Dirk J. Debbink | 126,078,639 | 313,384 | 401,533 | 17,911,967 |
| Steven J. Johnston | 117,795,556 | 8,607,983 | 390,017 | 17,911,967 |
| Kenneth C. Lichtendahl | 115,911,886 | 10,467,846 | 413,824 | 17,911,967 |
| W. Rodney McMullen | 123,512,164 | 2,889,465 | 391,927 | 17,911,967 |
| David P. Osborn | 126,031,364 | 339,881 | 422,311 | 17,911,967 |
| Gretchen W. Price | 123,825,177 | 2,574,367 | 394,012 | 17,911,967 |
| John J. Schiff, Jr. | 117,111,515 | 9,297,372 | 384,669 | 17,911,967 |
| Thomas R. Schiff | 115,661,545 | 10,750,709 | 381,302 | 17,911,967 |
| Douglas S. Skidmore | 125,884,150 | 513,226 | 396,180 | 17,911,967 |
| Kenneth W. Stecher | 117,547,781 | 8,849,680 | 396,095 | 17,911,967 |
| John F. Steele, Jr. | 125,884,863 | 493,897 | 414,796 | 17,911,967 |
| Larry R. Webb | 115,579,057 | 10,803,203 | 411,296 | 17,911,967 |

Proposal 2—Ratify Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2014

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 143,393,463 | 818,880 | 493,180 | -0- |

Proposal 3 —Approve Compensation for Named Executive Officers

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 122,764,030 | 3,143,069 | 886,457 | 17,911,967 |

Proposal 4 —Reapprove the Performance Objectives of the Cincinnati Financial Corporation 2009 Incentive Compensation Plan

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 122,615,483 | 3,403,666 | 774,407 | 17,911,967 |

Proposal 5 —Shareholder Proposal to Require Majority Voting

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 58,185,733 | 66,583,272 | 2,024,551 | 17,911,967 |

This report should not be deemed an admission as to the materiality of any information contained in the news release. The information furnished in Item 7.01 of this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1– News release dated April 28, 2014, titled “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings”

Exhibit 99.2– News release dated April 28, 2014, titled “Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend”

Signature

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.

CINCINNATI FINANCIAL CORPORATION

Date: May 1, 2014

/s/Lisa A. Love

Lisa A. Love

Senior Vice President, General Counsel and Corporate Secretary