

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
May 17, 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 16, 2012

AMERICAN FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

|  |                                     |  |
|--|-------------------------------------|--|
| Ohio<br>(State or other jurisdiction<br>of incorporation)                          | 1-13653<br>(Commission File Number) | 31-1544320<br>(IRS Employer<br>Identification No.) |
| 301 East Fourth Street, Cincinnati, OH<br>(Address of principal executive offices) |                                     | 45202<br>(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))



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

American Financial Group, Inc. convened its annual meeting of shareholders on May 16, 2012. The voting results on the proposals considered at the annual meeting are set forth below:

1. Elect ten directors.

|                      | For        | Withheld   | Broker<br>Non-Votes |
|----------------------|------------|------------|---------------------|
| Carl H. Lindner III  | 84,719,556 | 2,131,201  | 4,602,355           |
| S. Craig Lindner     | 84,718,290 | 2,132,467  | 4,602,355           |
| Kenneth C. Ambrecht  | 83,830,907 | 3,019,850  | 4,602,355           |
| John B. Berding      | 73,278,904 | 13,571,853 | 4,602,355           |
| Theodore H. Emmerich | 85,603,931 | 1,246,826  | 4,602,355           |
| James E. Evans       | 82,284,424 | 4,566,333  | 4,602,355           |
| Terry S. Jacobs      | 84,750,435 | 2,100,322  | 4,602,355           |
| Gregory G. Joseph    | 85,269,846 | 1,580,911  | 4,602,355           |
| William W. Verity    | 74,947,568 | 11,903,189 | 4,602,355           |
| John I. Von Lehman   | 85,267,103 | 1,583,654  | 4,602,355           |

2. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2012.

| For        | Against | Abstain |
|------------|---------|---------|
| 90,618,138 | 798,632 | 36,342  |

3. Amend the 2011 Equity Bonus Plan.

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 63,188,402 | 23,126,630 | 535,725 | 4,602,355           |

The 2011 Equity Bonus Plan, as amended, is filed as Exhibit 10.1 to this Current Report on Form 8-K.

4. Amend the 2005 Stock Incentive Plan.

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 52,685,037 | 33,624,637 | 541,083 | 4,602,355           |

The 2005 Stock Incentive Plan, as amended, is filed as Exhibit 10.2 to this Current Report on Form 8-K.

5. Amend and restate the Non-Employee Directors Compensation Plan.

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 62,070,137 | 24,223,031 | 557,589 | 4,602,355           |

The Amended and Restated Non-Employee Directors Compensation Plan is filed as Exhibit 10.3 to this Current Report on Form 8-K.

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

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 84,121,425 | 2,496,849 | 232,483 | 4,602,355           |

7. Shareholder proposal to adopt a sexual orientation non-discrimination policy.

| For        | Against    | Abstain   | Broker<br>Non-Votes |
|------------|------------|-----------|---------------------|
| 26,120,531 | 58,241,598 | 2,488,628 | 4,602,355           |

8. Shareholder proposal to adopt majority voting.

| For        | Against    | Abstain | Broker<br>Non-Votes |
|------------|------------|---------|---------------------|
| 46,849,969 | 39,924,700 | 76,088  | 4,602,355           |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

|      |   |
|------|---|
| 10.1 | 2011 Equity Bonus Plan, as amended                            |
| 10.2 | 2005 Stock Incentive Plan, as amended                         |
| 10.3 | Amended and Restated Non-Employee Directors Compensation Plan |

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 17, 2012

By: /s/ Karl J. Grafe  
Karl J. Grafe  
Vice President