

CINCINNATI FINANCIAL CORP
Form 8-K
May 09, 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: May 5, 2018
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§203.405 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

Item 7.01 Regulation FD Disclosure

On May 7, 2018, 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 May 7, 2018, 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 May 5, 2018, are set forth below:

Total Outstanding Shares as of Record Date: 164,089,681

Shares Represented at Meeting: 149,210,353

Proposal 1—Election of Directors

| | For | Against | Abstain | Broker Nonvotes |
|-------------------------|-------------|------------|---------|--------------------|
| William F. Bahl | 117,343,903 | 11,590,830 | 237,072 | 20,038,548 |
| Gregory T. Bier | 127,132,102 | 1,802,977 | 236,728 | 20,038,546 |
| Linda W. Clement-Holmes | 127,636,044 | 1,297,676 | 238,086 | 20,038,547 |
| Dirk J. Debbink | 127,386,572 | 1,484,435 | 300,798 | 20,038,548 |
| Steven J. Johnston | 126,966,562 | 1,972,424 | 232,818 | 20,038,549 |
| Kenneth C. Lichtendahl | 119,313,876 | 9,583,224 | 274,703 | 20,038,550 |
| W. Rodney McMullen | 110,962,997 | 17,949,207 | 259,599 | 20,038,550 |
| David P. Osborn | 128,356,125 | 559,718 | 255,961 | 20,038,549 |
| Gretchen W. Price | 125,352,526 | 3,570,295 | 248,985 | 20,038,547 |
| Thomas R. Schiff | 126,314,540 | 2,687,262 | 170,004 | 20,038,547 |
| Douglas S. Skidmore | 125,662,765 | 3,235,380 | 273,662 | 20,038,546 |
| Kenneth W. Stecher | 126,666,722 | 2,334,837 | 170,246 | 20,038,548 |
| John F. Steele, Jr. | 126,319,036 | 2,588,650 | 264,120 | 20,038,547 |
| Larry R. Webb | 126,275,375 | 2,697,548 | 198,884 | 20,038,546 |

Proposal 2—Approve an amendment to the company's Code of Regulations to add proxy access provisions for director nominations

| For | Against | Abstain | Broker Nonvotes |
|-------------|------------|---------|--------------------|
| 126,013,092 | 22,736,729 | 421,976 | 20,038,556 |

Proposal 3 —Approve the Cincinnati Financial Corporation Nonemployee Directors' Stock Plan of 2018

| For | Against | Abstain | Broker Nonvotes |
|-------------|-----------|---------|--------------------|
| 125,137,398 | 3,233,576 | 800,817 | 20,038,562 |

Proposal 4 —Approve Compensation for Named Executive Officers

| For | Against | Abstain | Broker Nonvotes |
|-------------|-----------|---------|--------------------|
| 123,861,738 | 4,355,151 | 954,907 | 20,038,557 |

Proposal 5—Ratify Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2018

| For | Against | Abstain |
|-------------|-----------|---------|
| 146,939,159 | 2,058,300 | 212,894 |

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 May 7, 2018, titled “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings”

Exhibit 99.2—News release dated May 7, 2018, 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 9, 2018 /s/Lisa A. Love

Lisa A. Love, Esq.

Senior Vice President, General Counsel and Corporate Secretary