

AMERICAN FINANCIAL GROUP INC
Form DEFA14A
March 27, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

(Amendment No. ____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

AMERICAN FINANCIAL GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

Edgar Filing: AMERICAN FINANCIAL GROUP INC - Form DEFA14A

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

*** Exercise Your *Right* to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the

Shareholder Meeting to Be Held on May 12, 2015.

**AMERICAN
FINANCIAL GROUP, Meeting Information
INC.**

Meeting Type: Annual Meeting

For holders as of: March 18, 2015

Date: May 12, 2015 **Time:** 11:00 AM EDT

Location: Great American Insurance Group Tower

18th Floor

301 East Fourth Street

Cincinnati, Ohio 45202

You are receiving this communication because you hold shares in the company named above.

*AMERICAN
FINANCIAL GROUP,
INC.*

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

*GREAT AMERICAN
INSURANCE GROUP
TOWER*

*301 EAST FOURTH
STREET*

We encourage you to access and review all of the important information contained in the proxy materials before voting.

CINCINNATI, OH
45202

See the reverse side of this notice to obtain proxy materials and voting instructions.

ATTN: KARL J. GRAFE

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report
2. Notice & Proxy Statement
3. Form 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 28, 2015 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

Nominees:

- | | |
|--------------------------------|------------------------|
| 01) Carl H. Lindner III | 07) James E. Evans |
| 02) S. Craig Lindner | 08) Terry S. Jacobs |
| 03) Kenneth C. Ambrecht | 09) Gregory G. Joseph |
| 04) John B. Berding | 10) William W. Verity |
| 05) Joseph E. (Jeff) Consolino | 11) John I. Von Lehman |
| 06) Virginia C. Drosos | |

The Board of Directors recommends you vote FOR proposals 2, 3 and 4.

² Proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for 2015.

3. Advisory Vote on Compensation of Named Executive Officers.

4. Approval of 2015 Stock Incentive Plan.

NOTE: Such other business as may properly come before the meeting or any postponement or adjournment thereof.

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Daylight Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**AMERICAN
FINANCIAL
GROUP, INC.**

**GREAT AMERICAN
INSURANCE
GROUP TOWER**

VOTE BY PHONE - 1-800-690-6903

**301 EAST FOURTH
STREET**

Use any touch-tone telephone to transmit your voting instructions up until

**CINCINNATI, OH
45202**

11:59 P.M. Eastern Daylight Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**ATTN: KARL J.
GRAFE**

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M85288-P59465 KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

**AMERICAN
FINANCIAL
GROUP, INC.**

**For Withhold For All
All All Except**

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors
Nominees

- | | |
|--------------------------------|------------------------|
| 01) Carl H. Lindner III | 07) James E. Evans |
| 02) S. Craig Lindner | 08) Terry S. Jacobs |
| 03) Kenneth C. Ambrecht | 09) Gregory G. Joseph |
| 04) John B. Berding | 10) William W. Verity |
| 05) Joseph E. (Jeff) Consolino | 11) John I. Von Lehman |
| 06) Virginia C. Drosos | |

The Board of Directors recommends you vote FOR proposals 2, 3 and 4. For Against Abstain

- | | | | | |
|----|--|----|----|----|
| 2. | Proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for 2015. | .. | .. | .. |
| 3. | Advisory Vote on Compensation of Named Executive Officers. | .. | .. | .. |
| 4. | Approval of 2015 Stock Incentive Plan. | .. | .. | .. |

NOTE: Such other business as may properly come before the meeting or any postponement or adjournment thereof.

For address changes/comments, mark here. (see reverse for instructions)

.. ..

Please indicate if
you plan to attend
this meeting.

Yes

No

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement, Annual Report and Form 10-K are available at www.proxyvote.com.

M85289-P59465

**AMERICAN FINANCIAL
GROUP, INC.**

**Annual Meeting of
Shareholders**

**May 12, 2015 11:00 A.M.
Eastern Daylight Time**

**This proxy is solicited by the
Board of Directors**

The undersigned hereby appoints Karl J. Grafe and Mark A. Weiss, and either of them, attorneys and proxies, with the power of substitution to each, to vote all shares of common stock of the Company that the undersigned may be entitled to vote at the Annual Meeting of Shareholders of the Company to be held May 12, 2015, at 11:00 A.M. Eastern Daylight Time, on the matters set forth on the reverse side (and at their discretion to cumulate votes in the election of directors if cumulative voting is invoked by a shareholder through proper notice to the Company), and on such other matters as may properly come before the meeting or any postponement or adjournment

thereof. **This proxy, when properly executed, will be voted as directed by the shareholder(s). If no such directions are made, this proxy will be voted FOR the election to the Board of Directors of the nominees listed on the reverse side and FOR each remaining proposal.**

Address Changes/Comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side