

Unum Group  
Form 8-K  
May 25, 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 24, 2012

**UNUM GROUP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-11294**  
(Commission  
File Number)

**62-1598430**  
(IRS Employer  
Identification No.)

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**1 Fountain Square**

**Chattanooga, Tennessee 37402**

**(Address of principal executive offices)(Zip Code)**

**(423) 294-1011**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On May 24, 2012, the shareholders of Unum Group (the Company) approved the Unum Group Stock Incentive Plan of 2012 (the Plan) at the annual meeting of shareholders. The Human Capital Committee of the Board of Directors of the Company had previously adopted the Plan on February 21, 2012, subject to shareholder approval. A description of the material features of the Plan is set forth on pages 14 through 24 of the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 12, 2012 (the Proxy Statement), which description is incorporated herein by reference. This description of the Plan is qualified in its entirety by reference to the full text of the Plan, which was included as Appendix A to the Proxy Statement and is filed as Exhibit 10.1 to this Current Report on Form 8-K.

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

The Company held its annual meeting of shareholders on May 24, 2012. Matters submitted to shareholders at the meeting and voting results were as follows:

*Item 1 Election of Directors.* The Company's shareholders elected the four director nominees listed below for three-year terms expiring in 2015, based upon the following voting results:

| Nominee              | For         | Against    | Abstained | Broker Non-Votes |
|----------------------|-------------|------------|-----------|------------------|
| Pamela H. Godwin     | 239,239,863 | 2,355,420  | 60,108    | 10,256,819       |
| Thomas Kinser        | 223,846,162 | 17,737,034 | 72,194    | 10,256,819       |
| A. S. MacMillan, Jr. | 221,478,198 | 19,655,405 | 521,788   | 10,256,819       |
| Edward J. Muhl       | 223,841,984 | 17,741,144 | 72,263    | 10,256,819       |

Also continuing as directors of the Company after the meeting were: E. Michael Caulfield, Ronald E. Goldsberry, Kevin T. Kabat, Gloria C. Larson, Michael J. Passarella, William J. Ryan and Thomas R. Watjen.

*Item 2 Advisory Vote to Approve Executive Compensation.* The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, based upon the following voting results:

| For         | Against    | Abstained | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 171,000,051 | 70,059,993 | 595,346   | 10,256,819       |

*Item 3 Vote on Approval of the Unum Group Stock Incentive Plan of 2012.* The Company's shareholders approved the Unum Group Stock Incentive Plan of 2012, based upon the following voting results:

| For         | Against    | Abstained | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 175,887,673 | 64,252,931 | 1,514,786 | 10,256,819       |

*Item 4 Ratification of Appointment of Independent Registered Public Accounting Firm.* The Company's shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012, based upon the following voting results:

| For         | Against | Abstained | Broker Non-Votes |
|-------------|---------|-----------|------------------|
| 251,098,491 | 733,528 | 80,191    |                  |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed with this report:

- 10.1 Unum Group Stock Incentive Plan of 2012 (incorporated by reference to Appendix A of Unum Group's definitive proxy statement on Schedule 14A filed on April 12, 2012).

**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 hereunto duly authorized.

**Unum Group**  
(Registrant)

Date: May 25, 2012

By: /s/ Susan N. Roth  
Name: Susan N. Roth  
Title: Vice President, Transactions, SEC and Corporate Secretary

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 10.1                   | Unum Group Stock Incentive Plan of 2012 (incorporated by reference to Appendix A of Unum Group's definitive proxy statement on Schedule 14A filed on April 12, 2012). |