

KINGSWAY FINANCIAL SERVICES INC

Form 8-K

May 25, 2016

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, 2016

KINGSWAY FINANCIAL SERVICES INC.

(Exact Name of Registrant as Specified in Its Charter)

Ontario, Canada

001-15204

Not Applicable

(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

45 St. Clair Ave. West, Suite 400, Toronto, Ontario, Canada M4V 1K9

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (416) 848-1171

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:

- 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 SHAREHOLDERS

The Annual Meeting of Shareholders (the “Annual Meeting”) of the Company was held on May 24, 2016. The Company’s shareholders voted on the following three proposals at the Annual Meeting.

Proposal One:

The shareholders voted to re-elect Terence M. Kavanagh, Gregory P. Hannon, Gary R. Schaevitz, Joseph Stilwell, Larry G. Swets, Jr. and John T. Fitzgerald, as directors. The votes for each were as follows:

Director	For	Withheld	Non-Vote
Terence M. Kavanagh	9,340,984	8,732	2,417,753
Gregory P. Hannon	9,337,559	12,157	2,417,753
Gary R. Schaevitz	9,338,953	10,763	2,417,753
Joseph Stilwell	9,296,981	52,735	2,417,753
Larry G. Swets, Jr.	9,312,047	37,669	2,417,753
John T. Fitzgerald	9,339,184	10,532	2,417,753

Proposal Two:

The Company’s shareholders ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm. The votes were cast as follows:

For	Withheld
11,766,855	614

Proposal Three:

The Company’s shareholders approved, on a non-binding advisory basis, the overall compensation of the Company’s named executive officers as disclosed in the Company’s Proxy Statement for the 2016 Annual Meeting of Shareholders (Say-on-Pay Vote). The votes were cast as follows:

For	Withheld	Against
9,290,467	1,428	57,821

ITEM 7.01 REGULATION FD DISCLOSURE

On May 25, 2016, the Company issued a press release regarding the results of the Annual Meeting. A copy of the press release is furnished as Exhibit 99.1 to this report.

The information in this Form 8-K provided under Items 5.07, 7.01 and Exhibit 99.1 attached hereto is being furnished to, and shall not be deemed "filed" with, the U.S. Securities and Exchange Commission or incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number Exhibits Description

99.1 News Release Dated May 25, 2016 - Kingsway Announces Results of Shareholder Meeting.

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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.

KINGSWAY FINANCIAL SERVICES  
INC.

May 25, 2016 By: /s/ Larry G. Swets, Jr.  
Larry G. Swets, Jr.  
President and Chief Executive Officer

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EXHIBIT INDEX

EXHIBIT  
NUMBER DESCRIPTION

99.1 News Release Dated May 25, 2016 - Kingsway Announces Results of Shareholder Meeting