

CINCINNATI FINANCIAL CORP  
Form 8-K  
May 06, 2015

**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 2, 2015

(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 (Commission (I.R.S. Employer  
of incorporation) File Number) 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))

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

On May 2, 2015, the compensation committee of the board of directors of Cincinnati Financial Corporation approved a form of service-based restricted stock unit agreement with ratable vesting of shares for use with awards granted under the Cincinnati Financial Stock Compensation Plan of 2006. The agreement is furnished as Exhibit 10.1 hereto.

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

**Item 7.01 Regulation FD Disclosure**

On May 4, 2015, 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 4, 2015, 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 2, 2015, are set forth below:

Total Outstanding Shares as of Record Date: 164,260,077

Shares Represented at Meeting: 139,554,150

**Proposal 1—Election of Directors**

|                         | For         | Withhold   | Broker Non-Votes |
|-------------------------|-------------|------------|------------------|
| William F. Bahl         | 112,528,633 | 10,058,897 | 16,966,620       |
| Gregory T. Bier         | 122,062,984 | 524,546    | 16,966,620       |
| Linda W. Clement-Holmes | 121,419,606 | 1,167,924  | 16,966,620       |
| Dirk J. Debbink         | 122,039,125 | 548,405    | 16,966,620       |
| Steven J. Johnston      | 121,554,491 | 1,033,039  | 16,966,620       |
| Kenneth C. Lichtendahl  | 112,436,148 | 10,151,382 | 16,966,620       |
| W. Rodney McMullen      | 121,763,133 | 824,397    | 16,966,620       |
| David P. Osborn         | 122,086,880 | 500,650    | 16,966,620       |

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|                     |             |            |            |
|---------------------|-------------|------------|------------|
| Gretchen W. Price   | 121,105,678 | 1,481,852  | 16,966,620 |
| John J. Schiff, Jr. | 112,704,151 | 9,883,379  | 16,966,620 |
| Thomas R. Schiff    | 112,595,940 | 9,991,590  | 16,966,620 |
| Douglas S. Skidmore | 112,397,711 | 10,189,819 | 16,966,620 |
| Kenneth W. Stecher  | 112,838,685 | 9,748,845  | 16,966,620 |
| John F. Steele, Jr. | 113,082,988 | 9,504,542  | 16,966,620 |
| Larry R. Webb       | 112,625,936 | 9,961,594  | 16,966,620 |

Proposal 2—Ratify Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2015

| For         | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 138,918,060 | 323,156 | 312,934 | -0-              |

Proposal 3 —Approve Compensation for Named Executive Officers

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 120,066,400 | 1,635,332 | 885,584 | 16,966,834       |

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 10.1**–Form of Restricted Stock Unit Agreement (service based/ratable vesting) for the Cincinnati Financial Corporation 2006 Stock Compensation Plan.

**Exhibit 99.1**– News release dated May 4, 2015, titled “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings”

**Exhibit 99.2**– News release dated May 4, 2015, 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 6, 2015 /s/Lisa A. Love  
Lisa A. Love  
Senior Vice President, General Counsel and Corporate Secretary