

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
May 23, 2014  
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 21, 2014

AMERICAN FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Ohio  | 1-13653                  | 31-1544320                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

301 East Fourth Street, Cincinnati, OH 45202  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (513) 579-2121

(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

American Financial Group, Inc. convened its annual meeting of shareholders on May 21, 2014. The voting results on the proposals considered at the annual meeting are set forth below:

1. Elect 11 directors.

|                            | <u>For</u> | <u>Withheld</u> | <u>Broker<br/>Non-Votes</u> |
|----------------------------|------------|-----------------|-----------------------------|
| Carl H. Lindner III        | 75,646,157 | 3,026,103       | 5,056,722                   |
| S. Craig Lindner           | 75,646,581 | 3,025,679       | 5,056,722                   |
| Kenneth C. Ambrecht        | 75,447,592 | 3,224,668       | 5,056,722                   |
| John B. Berding            | 67,970,345 | 10,701,915      | 5,056,722                   |
| Joseph E. (Jeff) Consolino | 66,978,987 | 11,693,273      | 5,056,722                   |
| Virginia C. Drosos         | 76,918,896 | 1,753,364       | 5,056,722                   |
| James E. Evans             | 73,725,695 | 4,946,565       | 5,056,722                   |
| Terry S. Jacobs            | 74,872,647 | 3,799,613       | 5,056,722                   |
| Gregory G. Joseph          | 75,694,582 | 2,977,678       | 5,056,722                   |
| William W. Verity          | 68,450,635 | 10,221,625      | 5,056,722                   |
| John I. Von Lehman         | 76,914,139 | 1,758,121       | 5,056,722                   |

2. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 82,510,027 | 999,707        | 219,248        |

3. Approve, on an advisory basis, compensation of our named executive officers.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker<br/>Non-Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 66,294,914 | 11,949,196     | 428,150        | 5,056,722                   |

4. Approve Annual Senior Executive Bonus Plan.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker<br/>Non-Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 77,065,715 | 1,335,505      | 271,040        | 5,056,722                   |

5. Shareholder proposal to adopt a sexual orientation non-discrimination policy.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker<br/>Non-Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 33,051,218 | 43,490,461     | 2,130,581      | 5,056,722                   |

**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 thereunto duly authorized.

AMERICAN FINANCIAL GROUP, INC.

Date: May 23, 2014 By: \_\_\_\_\_ /s/ Karl J. Grafe

Karl J. Grafe

Vice President