

INVESTORS TITLE CO

Form 8-K

May 24, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**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 18, 2016

**INVESTORS TITLE COMPANY**

(Exact Name of Registrant as Specified in Charter)

North Carolina

0-11774

56-1110199

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

121 North Columbia Street, Chapel Hill, North Carolina 27514

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (919) 968-2200

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))

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

On May 18, 2016, Investors Title Company held its Annual Meeting of Shareholders. The results of the meeting were as follows:

1. *Election of Directors.* Our shareholders elected the following directors for three-year terms or until their successors are duly elected and qualified:

**BROKER**

|                     | <b>FOR</b> | <b>WITHHELD</b> | <b>NON-VOTES</b> |
|---------------------|------------|-----------------|------------------|
| J. Allen Fine       | 1,183,618  | 256,448         | 354,314          |
| David L. Francis    | 1,181,993  | 258,073         | 354,314          |
| James H. Speed, Jr. | 1,176,230  | 263,836         | 354,314          |

2. *Say on Pay Proposal.* Our shareholders approved the advisory resolution approving the compensation paid to our named executive officers as follows:

**BROKER**

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
|------------|----------------|----------------|------------------|
| 1,380,794  | 31,950         | 27,322         | 354,314          |

3. *Auditor Ratification.* Our shareholders ratified the appointment of Dixon Hughes Goodman LLP as our independent registered public accounting firm for 2016 as follows:

**BROKER**

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
|------------|----------------|----------------|------------------|
| 1,791,407  | 1,192          | 1,781          | 0                |

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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.

**INVESTORS TITLE  
COMPANY**

Date: May 23, 2016 By: /s/ James A. Fine, Jr.  
James A. Fine, Jr.  
President, Treasurer and  
Chief Financial Officer