

CINCINNATI FINANCIAL CORP  
Form 8-K  
May 03, 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: April 28, 2012

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

**Item 7.01 Regulation FD Disclosure**

On April 30, 2012, 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.

Final voting results on matters properly brought before the annual meeting of shareholders are set forth below:

Total Outstanding Shares as of Record Date: 162,326,568 Shares Voted at Meeting: 138,395,580

Proposal 1—Election of Directors

|                        | For         | Withhold   | Broker<br>Non-Votes |
|------------------------|-------------|------------|---------------------|
| William F. Bahl        | 116,817,766 | 3,616,281  | 17,961,533          |
| Steven J. Johnston     | 118,945,729 | 1,488,318  | 17,961,533          |
| Kenneth C. Lichtendahl | 116,835,469 | 3,598,578  | 17,961,533          |
| W. Rodney McMullen     | 119,468,587 | 965,460    | 17,961,533          |
| Gretchen W. Price      | 119,370,920 | 1,063,127  | 17,961,533          |
| John J. Schiff, Jr.    | 108,505,502 | 11,928,545 | 17,961,533          |
| Thomas R. Schiff       | 105,003,260 | 15,430,787 | 17,961,533          |
| Kenneth W. Stecher     | 108,738,500 | 11,695,547 | 17,961,533          |
| John F. Steele, Jr.    | 111,474,760 | 8,959,287  | 17,961,533          |
| E. Anthony Woods       | 116,961,642 | 3,472,405  | 17,961,533          |

Proposal 2—Ratify Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2012

For            Against    Abstain Broker Non-Votes  
135,627,346 2,625,904 142,330 -0-

Proposal 3 —Nonbinding Vote to Approve Compensation for Named Executive Officers

For            Against    Abstain Broker Non-Votes

118,208,170 1,329,890 895,987 17,961,533

Proposal 4 —Adoption of the Cincinnati Financial Corporation 2012 Stock Compensation Plan

For            Against    Abstain Broker Non-Votes  
114,463,101 5,237,794 733,152 17,961,533

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 99.1**– News release dated April 30, 2012, titled “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings”

**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 3, 2012 /s/ Michael J. Sewell  
Michael J. Sewell  
Chief Financial Officer, Senior Vice President and Treasurer