

KAR Auction Services, Inc.  
Form 8-K  
June 13, 2016

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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): June 8, 2016

KAR Auction Services, Inc.  
(Exact name of Registrant as specified in its charter)

Delaware                      001-34568                      20-8744739  
(State of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)  
13085 Hamilton Crossing Boulevard  
Carmel, Indiana 46032  
(Address of principal executive offices) (Zip Code)  
(800) 923-3725  
(Registrant's telephone number, including area code)

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.

(a) The annual meeting of stockholders of KAR Auction Services, Inc. (the "Company") was held on June 8, 2016.

(b) At the meeting, the stockholders:

•elected all nine nominees for director to the Company's Board of Directors;

approved the amendment and restatement of the Company's Amended and Restated Certificate of Incorporation to provide that the Company's Stockholders may remove any director from office, with or without cause, and other ministerial changes; and

ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2016.

The following are the final voting results for each of the three items voted on at the meeting.

To elect the following nine directors to serve until the Company's next annual meeting and until their successors have been duly elected:

| NAME               | FOR         | AGAINST   | ABSTAIN   | BROKER<br>NON VOTES |
|--------------------|-------------|-----------|-----------|---------------------|
| Todd F. Bourell    | 121,244,922 | 185,859   | 11,928    | 3,077,361           |
| Donna R. Ecton     | 121,338,509 | 92,439    | 11,761    | 3,077,361           |
| James P. Hallett   | 117,442,437 | 1,810,875 | 2,189,397 | 3,077,361           |
| Mark E. Hill       | 121,244,228 | 186,984   | 11,497    | 3,077,361           |
| J. Mark Howell     | 121,341,651 | 191,296   | 9,762     | 3,077,361           |
| Lynn Jolliffe      | 121,338,077 | 92,571    | 12,061    | 3,077,361           |
| Michael T. Kestner | 121,339,555 | 91,070    | 12,084    | 3,077,361           |
| John P. Larson     | 121,341,912 | 90,922    | 9,875     | 3,077,361           |
| Stephen E. Smith   | 121,241,066 | 191,769   | 9,874     | 3,077,361           |

On the proposal to approve the amendment and restatement of the Company's Amended and Restated Certificate of Incorporation to provide that the Company's Stockholders may remove any director from office, with or without cause, and other ministerial changes:

| FOR         | AGAINST | BROKER<br>ABSTAINNON VOTES |
|-------------|---------|----------------------------|
| 124,371,195 | 19,236  | 129,639 -0-                |

On the proposal to ratify the Audit Committee's appointment of KMPG LLP as the Company's independent registered public accounting firm for 2016:

| FOR         | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 124,306,028 | 212,760 | 1,282   |

(c) Not applicable.

(d) Not applicable.

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.

Dated: June 13, 2016 KAR Auction Services, Inc.

By: /s/ Rebecca C. Polak

Name: Rebecca C. Polak

Title: Executive Vice President, General Counsel and Secretary