

CNA FINANCIAL CORP  
Form 8-K  
April 25, 2013

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) April 24, 2013

CNA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-5823 (Commission File Number)	36-6169860 (IRS Employer Identification No.)
---	---------------------------------------	--

333 S. Wabash, Chicago, Illinois (Address of principal executive offices)	60604 (Zip Code)
--	---------------------

Registrant's telephone number, including area code (312) 822-5000

NOT APPLICABLE

(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))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The 2013 Annual Meeting of Stockholders of the registrant occurred on April 24, 2013. Represented at the meeting, in person or by proxy, were 266,225,927 shares constituting approximately 99% of the issued and outstanding shares entitled to vote.

**1. ELECTION OF DIRECTORS.**

The following directors were elected:

	Votes For	Votes Withheld	Broker Non-Votes
Paul J. Liska	263,957,702	591,124	1,677,101
Jose O. Montemayor	263,953,716	595,110	1,677,101
Thomas F. Motamed	255,425,809	9,123,017	1,677,101
Don M. Randel	263,957,224	591,602	1,677,101
Joseph Rosenberg	258,242,693	6,306,133	1,677,101
Andrew H. Tisch	257,857,004	6,691,822	1,677,101
James S. Tisch	257,860,142	6,688,684	1,677,101
Marvin Zonis	263,891,669	657,157	1,677,101

**2. ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.**

Over 97% of the shares eligible to vote approved, on an advisory (non-binding) basis, the Company's executive compensation, as identified below in the table.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Advisory vote on executive compensation	263,902,805	519,174	126,847	1,677,101

**3. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013.**

Over 98% of the shares eligible to vote ratified the appointment of Deloitte & Touche LLP to serve as the independent registered public accountants for the registrant for 2013, as identified below in the table. There were no broker non-votes.

	Votes For	Votes Against	Votes Abstained
Ratification of appointment of Deloitte & Touche LLP	265,878,986	221,442	125,499

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 hereunto duly authorized.

CNA Financial Corporation  
(Registrant)

Date: April 24, 2013

By /s/ D. Craig Mense  
(Signature)  
D. Craig Mense  
Executive Vice President and  
Chief Financial Officer