

ALLSTATE CORP
Form 8-K
May 27, 2016

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 24, 2016

THE ALLSTATE CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--------------------------------|--------------|----------------|
| Delaware | 1-11840 | 36-3871531 |
| (State or other | (Commission | (IRS |
| jurisdiction of incorporation) | File Number) | Employer |
| | | Identification |
| | | No.) |

2775 Sanders Road, Northbrook, Illinois 60062
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 402-5000

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))

Section 5 – Corporate Governance and Management

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

(a) The Registrant’s annual stockholders meeting was held on May 24, 2016 (the "Annual Meeting").

(b) Below are the final vote results of the Annual Meeting.

Proposal 1 - Election of Directors. Ten directors were elected by a majority of the votes cast for terms expiring at the 2017 annual stockholders meeting. The voting results were as follows:

| Nominee | For | Against | Abstain | Broker non-votes |
|--------------------|-------------|-----------|-----------|------------------|
| Kermit R. Crawford | 287,898,476 | 1,114,828 | 755,981 | 38,747,709 |
| Michael L. Eskew | 286,859,079 | 2,169,635 | 740,571 | 38,747,709 |
| Herbert L. Henkel | 286,983,670 | 2,040,127 | 745,488 | 38,747,709 |
| Siddharth N. Mehta | 287,597,326 | 1,407,362 | 764,597 | 38,747,709 |
| Jacques P. Perold | 287,885,635 | 1,131,632 | 752,018 | 38,747,709 |
| Andrea Redmond | 282,359,367 | 5,768,826 | 1,641,092 | 38,747,709 |
| John W. Rowe | 286,518,430 | 2,505,056 | 745,799 | 38,747,709 |
| Judith A. Sprieser | 284,206,478 | 4,842,338 | 720,469 | 38,747,709 |
| Mary Alice Taylor | 284,332,231 | 4,711,591 | 725,463 | 38,747,709 |
| Thomas J. Wilson | 278,724,458 | 6,290,948 | 4,753,879 | 38,747,709 |

Proposal 2 – Say-on-Pay: Advisory Vote on the Executive Compensation of the Named Executives. The management proposal on the advisory resolution to approve the compensation of the named executive officers received the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results were as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|------------|-----------|------------------|
| 274,035,720 | 14,283,693 | 1,449,872 | 38,747,709 |

Proposal 3 - Ratification of the Appointment of Independent Registered Public Accountant. The management proposal on ratification of the appointment of Deloitte & Touche LLP as Registrant's independent registered public accountant for 2016 received the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 323,075,605 | 4,540,193 | 901,196 |

Proposal 4 - Stockholder Proposal. The stockholder proposal seeking adoption of a policy to require an independent board chairman did not receive the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results were as follows:

| For | Against | Abstain | Broker non-votes |
|-------------|-------------|-----------|------------------|
| 136,319,333 | 151,776,925 | 1,673,027 | 38,747,709 |

Proposal 5 - Stockholder Proposal. The stockholder proposal on reporting political contributions did not receive the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results were as follows:

| For | Against | Abstain | Broker non-votes |
|------------|-------------|------------|------------------|
| 63,166,459 | 189,406,698 | 37,196,128 | 38,747,709 |

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.

THE ALLSTATE
CORPORATION
(Registrant)

By: /s/ Daniel G. Gordon
Name: Daniel G. Gordon
Title: Vice President,
Assistant General Counsel
and Assistant Secretary

Date: May 27, 2016