

CNA FINANCIAL CORP  
Form 8-K  
April 29, 2015

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 29, 2015

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.)
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333 S. Wabash, Chicago, Illinois (Address of principal executive offices)	60604 (Zip Code)
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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 2015 Annual Meeting of Stockholders of the registrant occurred on April 29, 2015. Represented at the meeting, in person or by proxy, were 267,543,916 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	263,182,817	3,070,034	1,291,065
Jose O. Montemayor	263,220,455	3,032,396	1,291,065
Thomas F. Motamed	258,810,880	7,441,971	1,291,065
Don M. Randel	263,182,890	3,069,961	1,291,065
Joseph Rosenberg	258,647,354	7,605,497	1,291,065
Andrew H. Tisch	256,454,281	9,798,570	1,291,065
James S. Tisch	256,133,552	10,119,299	1,291,065
Marvin Zonis	263,142,779	3,110,072	1,291,065

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

Over 98% of the shares eligible to vote approved, on an advisory (non-binding) basis, the Company's named executive officer compensation, as identified below in the table.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Advisory vote on executive compensation	265,171,035	1,063,316	18,500	1,291,065

**3. APPROVAL OF THE AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN FOR CERTAIN EXECUTIVE OFFICERS FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.**

Over 97% of the shares eligible to vote approved, the Company's amended and restated incentive compensation plan for certain executive officers for purposes of section 162(m) of the Internal Revenue Code, as identified below in the table.

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Approval of the amended and restated incentive compensation plan	263,241,226	3,002,588	9,037	1,291,065

**4. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2015.**

Over 99% 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 2015, 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	267,439,654	98,520	5,742

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 29, 2015

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