

AFLAC INC  
Form 8-K  
February 11, 2009

**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) February 10, 2009  
**Aflac Incorporated**

(Exact name of registrant as specified in its charter)

**Georgia**

**001-07434**

**58-1167100**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**1932 Wynnton Road, Columbus, Georgia**

**31999**

(Address of principal executive offices)

(Zip Code)

**706.323.3431**

(Registrant's telephone number, including area code)

(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 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 10, 2009, the board of directors of Aflac Incorporated (the Company ) voted to amend Article III, Section 2(a) and Article II, Section 5 of the Company s Bylaws to provide for a majority vote standard for uncontested director elections as recommended by the Company s Corporate Governance Committee. Under this new majority vote standard, which replaces plurality voting for uncontested director elections, votes cast for a nominee s election must exceed the votes cast against such nominee s election in order to be elected to the board of directors. In contested elections, the voting standard will continue to be a plurality of the votes cast. The amendments will be effective immediately.

A copy of the amendments is attached hereto as Exhibit 3.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Amendment to Article III, Section 2(a) and Article II, Section 5 of the Company s Bylaws

1

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**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.

**Aflac Incorporated**

February 11, 2009

*/s/ Ralph A. Rogers, Jr.*

(Ralph A. Rogers, Jr.)  
Senior Vice President, Financial Services  
Chief Accounting Officer

2

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EXHIBIT INDEX:

3.1 - Amendment to Article III, Section 2(a) and Article II, Section 5 of the Company's Bylaws

3