

AMERICAN FINANCIAL GROUP INC
Form 8-K
May 17, 2010

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 12, 2010

AMERICAN FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Ohio

1-13653

31-1544320

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One East Fourth Street, Cincinnati, OH

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **513-579-2121**

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.

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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 J40.14d-2(b))
- / / Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR J40.13e-4(c))

Section 5 - Corporate Governance and Management

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

The Annual Meeting of Shareholders of American Financial Group, Inc. was held on May 12, 2010 at which the following matters were submitted to a vote of shareholders:

(a) Votes regarding the election of ten directors:

| <u>Name</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|------------|-----------------|-------------------------|
| Kenneth C. Ambrecht | 94,385,825 | 3,540,972 | 6,300,542 |
| Theodore H. Emmerich | 95,579,395 | 2,347,402 | 6,300,542 |
| James E. Evans | 94,410,714 | 3,516,083 | 6,300,542 |
| Terry S. Jacobs | 96,432,429 | 1,494,368 | 6,300,542 |
| Gregory G. Joseph | 93,777,198 | 4,149,599 | 6,300,542 |
| Carl H. Lindner | 88,867,845 | 9,058,952 | 6,300,542 |
| Carl H. Lindner III | 95,378,834 | 2,547,963 | 6,300,542 |
| S. Craig Lindner | 95,377,570 | 2,549,227 | 6,300,542 |
| William W. Verity | 90,389,553 | 7,537,244 | 6,300,542 |
| John I. Von Lehman | 95,637,098 | 2,289,699 | 6,300,542 |

(b) Votes regarding the ratification of the Audit Committee's appointment of Ernst & Young LLP as the Company's Independent Public Accountants for 2010.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|-------------|----------------|----------------|
| 103,223,812 | 957,363 | 46,163 |

(c) Votes regarding the amendment of the 2005 Stock Incentive Plan to increase the number of shares available for grant thereunder:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
|------------|----------------|----------------|-------------------------|

65,724,605 31,117,145 1,085,047 6,300,542

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 thereunto duly authorized.

| | |
|--------------------|---------------------------------------|
| | AMERICAN FINANCIAL GROUP, INC. |
| Date: May 17, 2010 | By: <u>/s/ Karl J. Grafe</u> |
| | Karl J. Grafe |
| | Vice President |
| | |