

First American Financial Corp  
Form 8-K  
May 16, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 14, 2013

**FIRST AMERICAN FINANCIAL CORPORATION**

(Exact Name of the Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34580**  
(Commission  
File Number)

**26-1911571**  
(IRS Employer  
Identification No.)

**1 First American Way, Santa Ana, California**  
(Address of Principal Executive Offices)

**92707-5913**  
(Zip Code)

**Registrant's telephone number, including area code (714) 250-3000**

**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:

- ..  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 annual meeting of stockholders of First American Financial Corporation (the Company) was held on May 14, 2013. Results of the voting at the meeting are set forth below.

*Election of Class III Directors.* The names of the persons who were nominated to serve as Class III directors of the Company to serve for a three-year term are listed below, together with a tabulation of the results of the voting at the annual meeting with respect to each nominee. All Class III director nominees were elected.

Name of Class I Nominee	Votes For	Votes Withheld	Broker Non-Votes
Anthony K. Anderson	91,432,934	842,768	8,129,158
Parker S. Kennedy	87,771,760	4,503,942	8,129,158
Mark C. Oman	91,543,133	732,569	8,129,158

*Advisory Vote on Executive Compensation.* At the meeting, the stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, with 90,024,096 votes for, 1,474,117 votes against, 777,489 votes abstaining and 8,129,158 broker non-votes.

*Approval of the Amended and Restated 2010 Employee Stock Purchase Plan.* The stockholders also approved the Amended and Restated First American Financial Corporation 2010 Employee Stock Purchase Plan, with 90,303,004 votes for, 1,288,806 votes against, 683,892 votes abstaining and 8,129,158 broker non-votes.

*Ratification of Independent Public Accountants.* At the meeting, the stockholders of the Company also voted to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2013, with 99,287,185 votes for, 271,553 votes against and 846,122 votes abstaining.

**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.

FIRST AMERICAN FINANCIAL CORPORATION

Date: May 16, 2013

By: /s/ KENNETH D. DEGIORGIO

Name: Kenneth D. DeGiorgio

Title: Executive Vice President