

KEYCORP /NEW/
Form 8-K
May 11, 2018

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 10, 2018

(Exact Name of Registrant as Specified in Charter)

OHIO
(State or other jurisdiction

of incorporation)

001-11302
(Commission

File Number)
127 Public Square

34-6542451
(I.R.S. Employer

Identification No.)

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Cleveland, Ohio 44114-1306

(Address of principal executive offices and zip code)

(216) 689-3000

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

At KeyCorp's 2018 Annual Meeting of Shareholders (the "Annual Meeting") held on May 10, 2018, shareholders elected all fifteen of the directors nominated by the KeyCorp Board of Directors. Each director received a greater number of votes cast for his or her election than votes against from his or her election, as stated below. The shareholders also ratified the appointment of Ernst & Young LLP as KeyCorp's independent auditor for 2018, approved on an advisory basis KeyCorp's executive compensation as described in KeyCorp's 2018 proxy statement, and rejected a shareholder proposal seeking to reduce the ownership threshold to call a special shareholder meeting. The final voting results from the meeting are as follows:

Proposal One Election of Directors

| NOMINEE | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------------------|-------------|----------------|----------------|----------------------------|
| Bruce D. Broussard | 836,343,068 | 6,676,913 | 1,749,782 | 94,639,494 |
| Charles P. Cooley | 839,717,951 | 3,433,270 | 1,627,502 | 94,639,494 |
| Gary M. Crosby | 838,199,923 | 4,829,765 | 1,749,034 | 94,639,494 |
| Alexander M. Cutler | 812,575,840 | 30,581,777 | 1,621,105 | 94,639,494 |
| H. James Dallas | 828,156,292 | 14,964,082 | 1,658,348 | 94,639,494 |
| Elizabeth R. Gile | 839,822,414 | 3,346,912 | 1,609,044 | 94,639,494 |
| Ruth Ann M. Gillis | 839,506,053 | 3,522,645 | 1,750,024 | 94,639,494 |
| William G. Gisel, Jr. | 835,663,210 | 7,406,389 | 1,709,124 | 94,639,494 |
| Carlton L. Highsmith | 839,282,005 | 3,636,119 | 1,860,598 | 94,639,494 |
| Richard J. Hipple | 839,369,084 | 3,524,632 | 1,885,006 | 94,639,494 |
| Kristen L. Manos | 839,844,896 | 3,423,709 | 1,510,117 | 94,639,494 |
| Beth E. Mooney | 814,203,796 | 21,382,218 | 9,192,701 | 94,639,494 |
| Demos Parneros | 839,382,826 | 3,595,753 | 1,800,143 | 94,639,494 |
| Barbara R. Snyder | 836,529,808 | 6,728,770 | 1,520,145 | 94,639,494 |
| David K. Wilson | 839,646,012 | 3,385,865 | 1,746,845 | 94,639,494 |

Proposal Two Ratification of the Appointment of Ernst & Young LLP as KeyCorp's Independent Auditors for 2018

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|----------------------------|
| 919,892,641 | 17,999,910 | 1,525,665 | |

Proposal Three Advisory Approval of KeyCorp's Executive Compensation

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|----------------------------|
| 791,548,060 | 50,257,125 | 2,973,537 | 94,639,494 |

*Proposal Four Shareholder Proposal Seeking to Reduce the Ownership Threshold to Call a Special Shareholder Meeting***BROKER**

FOR
400,864,111

AGAINST
439,977,486

ABSTAIN
3,937,125

NON-VOTE
94,639,494

SIGNATURE

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.

KeyCorp

Date: May 11, 2018

/s/ Paul N. Harris

By: Paul N. Harris

Secretary and General Counsel