

Edgar Filing: Interactive Brokers Group, Inc. - Form 8-K

Interactive Brokers Group, Inc.  
Form 8-K  
April 26, 2017

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 20, 2017

INTERACTIVE BROKERS GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-33440                | 30-0390693                              |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

One Pickwick Plaza, Greenwich, CT 06830

(Address of Principal Executive Offices) (Zip Code)

(203) 618-5800

(Registrant's Telephone Number, Including Area Code)

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))

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

The annual meeting of stockholders of Interactive Brokers Group, Inc. (the "Company") was held on April 20, 2017.

The stockholders voted on proposals to elect directors to the Company's Board of Directors (the "Board"), to ratify the appointment of Deloitte & Touche LLP as independent auditor, to approve executive compensation and to determine the frequency of voting on executive compensation.

All nominees for election to the Board were elected for a one year term expiring at the annual meeting of stockholders in the following year. Each director will hold office until his successor has been elected and qualified or until the director's earlier resignation or removal.

The number of votes cast for or against and the number of abstentions with respect to each proposal is set forth below. The Company's independent inspector of election reported the vote of the stockholders as follows:

Election of Directors (percentages shown are of the votes cast)

|                    | For                   | Against             | Abstain         | Broker<br>Non-Vote |
|--------------------|-----------------------|---------------------|-----------------|--------------------|
| Thomas Peterffy    | 377,255,900<br>96.07% | 15,386,880<br>3.92% | 30,146<br>0.01% | 8,324,756          |
| Earl H. Nemser     | 376,555,608<br>95.90% | 16,085,187<br>4.09% | 32,131<br>0.01% | 8,324,756          |
| Milan Galik        | 385,146,122<br>98.08% | 7,494,861<br>1.91%  | 31,943<br>0.01% | 8,324,756          |
| Paul J. Brody      | 383,481,082<br>97.66% | 9,160,171<br>2.33%  | 31,673<br>0.01% | 8,324,756          |
| Lawrence E. Harris | 390,681,535<br>99.49% | 1,948,852<br>0.50%  | 42,539<br>0.01% | 8,324,756          |
| Wayne H. Wagner    | 392,388,251<br>99.93% | 241,835<br>0.06%    | 42,840<br>0.01% | 8,324,756          |
| Richard Gates      | 392,401,269<br>99.93% | 230,456<br>0.06%    | 41,201<br>0.01% | 8,324,756          |
| Gary Katz          | 392,538,824<br>99.97% | 92,069<br>0.02%     | 42,033<br>0.01% | 8,324,756          |

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Stockholders approved the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017, by a vote of 400,163,718 for; 725,824 against; and 108,140 abstentions.

Stockholders approved executive compensation levels by a vote of 384,883,371 for; 689,445 against; 7,100,110 abstentions; and 8,324,756 broker non-votes.

Stockholders approved the proposal to vote on the frequency of voting on executive compensation every two years by a vote of 17,843,971 for one year; 360,683,999 for two years; 7,011,560 for three years; 7,133,396 abstentions; and 8,324,756 broker non-votes.

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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 hereunto duly authorized.

Dated: April 25, 2017

INTERACTIVE BROKERS GROUP,  
INC.

By: /s/ Paul J. Brody  
Name: Paul J. Brody  
Title: Chief Financial Officer, Treasurer  
and Secretary

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