

HARTFORD FINANCIAL SERVICES GROUP INC/DE
Form 8-K
May 16, 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 16, 2018

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------------------------------------|------------------------------------------|----------------------------------------------------|
| Delaware (State or Other Jurisdiction of Incorporation) | 001-13958 (Commission File Number) | 13-3317783 (IRS Employer Identification No.) |
|---------------------------------------------------------------|------------------------------------------|----------------------------------------------------|

| | |
|----------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| The Hartford Financial Services Group, Inc. One Hartford Plaza Hartford, Connecticut (Address of Principal Executive Offices) | 06155 (Zip Code) |
|----------------------------------------------------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (860) 547-5000

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 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.

The Hartford Financial Services Group, Inc. (the "Company") held its annual meeting of shareholders on May 16, 2018. Shareholders voted as follows on the matters presented for a vote:

1. The nominees for election to the Company's Board of Directors were elected to hold office until the 2019 annual meeting of shareholders and until their successors are duly elected and qualified, based upon the following votes:

| Nominee | Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------------------|-------------|---------------|-----------------|---------------------|
| ROBERT ALLARDICE, III | 295,608,608 | 725,923 | 348,382 | 28,565,381 |
| CARLOS DOMINGUEZ | 295,537,841 | 779,366 | 365,706 | 28,565,381 |
| TREVOR FETTER | 292,149,979 | 416,249 | 370,515 | 28,565,381 |
| STEPHEN MCGILL | 294,701,576 | 1,612,373 | 368,964 | 28,565,381 |
| KATHRYN MIKELLS | 295,738,921 | 604,519 | 339,473 | 28,565,381 |
| MICHAEL MORRIS | 287,116,965 | 919,694 | 375,254 | 28,565,381 |
| THOMAS RENYI | 294,456,105 | 1,849,506 | 377,302 | 28,565,381 |
| JULIE RICHARDSON | 292,980,283 | 336,913 | 333,499 | 28,565,381 |
| TERESA ROSEBOROUGH | 294,281,439 | 2,074,164 | 327,310 | 28,565,381 |
| VIRGINIA RUESTERHOLZ | 293,850,224 | 2,487,180 | 345,509 | 28,565,381 |
| CHRISTOPHER SWIFT | 284,973,799 | 10,856,642 | 852,472 | 28,565,381 |
| GREIG WOODRING | 295,764,008 | 533,286 | 385,619 | 28,565,381 |

2. The proposal to ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2018 was approved based on the following votes:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|---------------------|
| 319,443,045 | 5,485,201 | 320,048 | - |

3. The proposal to consider and approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement was approved based on the following votes:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|---------------------|
| 283,671,358 | 11,903,821 | 1,107,734 | 28,565,381 |

Item 8.01 Other Events.

On May 16, 2018, the Company provided notice to the holders of its 8.125% Fixed-to-Floating Rate Junior Subordinated Debentures due June 15, 2068 (CUSIP No. 416515AW4) (the "Debentures") that the Company will redeem \$500,000,000 aggregate principal amount of the Debentures on June 15, 2018 (the "Redemption Date") pursuant to the terms of the Junior Subordinated Indenture dated as of June 6, 2008, as supplemented by the First Supplemental Indenture dated as of June 6, 2008, in each case between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee. The Debentures will be redeemed at a redemption price equal to 100% of the principal amount of the Debentures plus accrued and unpaid interest to but excluding the Redemption Date.

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.

The Hartford Financial Services Group, Inc.

May 16, 2018 By: /s/ Donald C. Hunt
Name: Donald C. Hunt
Title: Vice President and Corporate Secretary