

AFLAC INC
Form 8-K
May 06, 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 3, 2010

Aflac Incorporated

(Exact name of registrant as specified in its charter)

Georgia

(State or other jurisdiction
of incorporation)

001-07434

(Commission
File Number)

58-1167100

(IRS Employer
Identification No.)

1932 Wynnton Road, Columbus, Georgia
(Address of principal executive offices)

706.323.3431

31999
(Zip Code)

(Registrant's telephone number, including area code)

(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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 3, 2010, the board of directors of Aflac Incorporated (the "Company") voted to amend Article II, Section 5 of the Company's Bylaws to provide that a majority of the votes cast is the general voting standard for questions properly brought before a meeting of the shareholders, unless a different voting standard is required by express provision of law, the Company's Articles of Incorporation, or the Company's Bylaws. For purposes of this voting standard, a majority of the votes cast means that the number of "for" votes cast exceeds the number of "against" votes cast. The amendment has no effect on director elections. The amendment became effective May 3, 2010.

A copy of the amendment is attached hereto as Exhibit 3.1.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of the Shareholders was held on May 3, 2010. Matters submitted to the shareholders and voted upon at the meeting, which are more fully described in the Company's proxy statement, are as follows: (1) Election of 16 members to the board of directors; (2) Approval of an advisory (non-binding) proposal regarding executive compensation; and (3) Ratification of the appointment of KPMG LLP as independent registered public accounting firm for 2010. The proposals were approved by the shareholders.

The following is a summary of the votes cast for and against, as well as the number of abstention and broker non-votes, as to each proposal, including a separate tabulation with respect to each nominee for director.

VOTES

| | For | Against | Abstentions | Broker Non-Votes |
|-----------------------------------------------------------------------------------------------------|--------------------|-------------------|--------------------|-----------------------------|
| (1) Election of 16 members to the board of directors: | | | | |
| Daniel P. Amos | 787,034,909 | 16,203,833 | 1,202,981 | 59,522,069 |
| John Shelby Amos II | 778,113,498 | 25,417,940 | 910,285 | 59,522,069 |
| Paul S. Amos II | 790,967,468 | 12,517,860 | 956,395 | 59,522,069 |
| Michael H. Armacost | 792,544,919 | 10,540,539 | 1,356,265 | 59,522,069 |
| Kriss Cloninger III | 743,351,164 | 59,513,853 | 1,576,706 | 59,522,069 |
| Joe Frank Harris | 777,650,617 | 25,291,206 | 1,499,900 | 59,522,069 |
| Elizabeth J. Hudson | 792,093,404 | 8,982,765 | 3,365,554 | 59,522,069 |
| Douglas W. Johnson | 797,642,821 | 5,001,056 | 1,797,846 | 59,522,069 |
| Robert B. Johnson | 797,001,207 | 5,646,772 | 1,793,744 | 59,522,069 |
| Charles B. Knapp | 790,688,281 | 11,010,484 | 2,742,958 | 59,522,069 |
| E. Stephen Purdom, M.D. | 789,540,644 | 13,250,437 | 1,650,642 | 59,522,069 |
| Barbara K. Rimer, Dr. PH | 791,057,670 | 11,847,907 | 1,536,146 | 59,522,069 |
| Marvin R. Schuster | 794,395,657 | 8,314,789 | 1,731,277 | 59,522,069 |
| David Gary Thompson | 797,361,207 | 5,390,431 | 1,690,085 | 59,522,069 |
| Robert L. Wright | 791,773,025 | 10,893,122 | 1,775,576 | 59,522,069 |
| Takuro Yoshida | 797,534,526 | 5,290,585 | 1,616,612 | 59,522,069 |
| (2) Advisory (non-binding) proposal on executive compensation | 843,003,102 | 16,599,220 | 4,361,470 | 0 |
| (3) Ratification of appointment of KPMG LLP as independent registered public accounting firm | 853,116,966 | 8,779,802 | 2,067,024 | 0 |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 - Amendment to Article II, Section 5 of the Company's Bylaws

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.

May 6, 2010

Aflac Incorporated

/s/ Ralph A. Rogers, Jr.
(Ralph A. Rogers, Jr.)
Senior Vice President, Financial Services
Chief Accounting Officer

EXHIBIT INDEX:

3.1 - Amendment to Article II, Section 5 of the Company's Bylaws