

TOTAL SYSTEM SERVICES INC
Form 8-K
May 02, 2014

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

May 1, 2014

Date of Report (Date of Earliest Event Reported)

Total System Services, Inc.

(Exact Name of Registrant as Specified in its Charter)

Georgia
(State of Incorporation)

1-10254
(Commission

58-1493818
(IRS Employer

File Number)
One TSYS Way, Columbus, Georgia 31901

Identification No.)

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(Address of principal executive offices) (Zip Code)

(706) 649-2310

(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))
- .. 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 2014 Annual Meeting of Shareholders of Total System Services, Inc. (TSYS) was held on May 1, 2014. TSYS shareholders voted on the following three proposals which are detailed in TSYS definitive proxy statement on Schedule 14A which was filed with the Securities and Exchange Commission on March 17, 2014, and cast their votes as described below.

Proposal 1

TSYS shareholders elected fourteen individuals to the Board of Directors as set forth below:

| Name | For | Against | Abstain | Broker Non-Vote |
|--------------------------|-------------|------------|-----------|-----------------|
| James H. Blanchard | 130,105,102 | 1,623,741 | 925,203 | 24,494,314 |
| Kriss Cloninger III | 130,872,902 | 1,526,744 | 254,400 | 24,494,314 |
| Walter W. Driver, Jr. | 130,353,494 | 1,424,439 | 876,112 | 24,494,314 |
| Gardiner W. Garrard, Jr. | 123,130,393 | 8,008,357 | 1,515,296 | 24,494,314 |
| Sidney E. Harris | 130,068,355 | 1,433,663 | 1,152,028 | 24,494,314 |
| William M. Isaac | 130,353,723 | 1,800,076 | 500,246 | 24,494,314 |
| Mason H. Lampton | 130,189,112 | 1,376,421 | 1,088,513 | 24,494,314 |
| Connie D. McDaniel | 131,356,385 | 949,890 | 347,771 | 24,494,314 |
| H. Lynn Page | 130,448,396 | 1,082,234 | 1,123,416 | 24,494,314 |
| Philip W. Tomlinson | 127,015,020 | 2,829,380 | 2,809,646 | 24,494,314 |
| John T. Turner | 130,146,213 | 1,481,849 | 1,025,984 | 24,494,314 |
| Richard W. Ussery | 130,173,954 | 1,558,118 | 921,973 | 24,494,314 |
| M. Troy Woods | 130,166,458 | 1,542,290 | 945,297 | 24,494,314 |
| James D. Yancey | 116,650,884 | 10,171,510 | 5,831,652 | 24,494,314 |

Proposal 2

TSYS shareholders ratified the appointment of KPMG LLP as the independent auditor of TSYS for the fiscal year ending December 31, 2014 as set forth below:

| For | Against | Abstain |
|-------------|-----------|---------|
| 153,727,167 | 2,860,766 | 560,427 |

Proposal 3

TSYS shareholders approved, on an advisory basis, TSYS executive compensation as set forth below:

| For | Against | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 129,235,951 | 2,649,725 | 768,370 | 24,494,314 |

Item 8.01 Other Events.

On May 1, 2014, TSYS Board of Directors elected James H. Blanchard as its independent Lead Director. Richard Y. Bradley, TSYS former independent Lead Director, did not stand for re-election as a director at the 2014 Annual Meeting of Shareholders due to having reached the mandatory retirement age for directors.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOTAL SYSTEM SERVICES, INC.

Dated: May 2, 2014

By: /s/ Kathleen Moates
Kathleen Moates
Senior Deputy General Counsel