

AMERICAN FINANCIAL GROUP INC  
Form 8-K  
May 17, 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 12, 2010**

AMERICAN FINANCIAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Ohio

1-13653

31-1544320

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

One East Fourth Street, Cincinnati, OH

45202

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **513-579-2121**

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 (*see* General Instruction A.2.

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below):

- / / 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 J40.14d-2(b))
- / / Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR J40.13e-4(c))

Section 5 - Corporate Governance and Management

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

The Annual Meeting of Shareholders of American Financial Group, Inc. was held on May 12, 2010 at which the following matters were submitted to a vote of shareholders:

(a) Votes regarding the election of ten directors:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Kenneth C. Ambrecht	94,385,825	3,540,972	6,300,542
Theodore H. Emmerich	95,579,395	2,347,402	6,300,542
James E. Evans	94,410,714	3,516,083	6,300,542
Terry S. Jacobs	96,432,429	1,494,368	6,300,542
Gregory G. Joseph	93,777,198	4,149,599	6,300,542
Carl H. Lindner	88,867,845	9,058,952	6,300,542
Carl H. Lindner III	95,378,834	2,547,963	6,300,542
S. Craig Lindner	95,377,570	2,549,227	6,300,542
William W. Verity	90,389,553	7,537,244	6,300,542
John I. Von Lehman	95,637,098	2,289,699	6,300,542

(b) Votes regarding the ratification of the Audit Committee's appointment of Ernst & Young LLP as the Company's Independent Public Accountants for 2010.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
103,223,812	957,363	46,163

(c) Votes regarding the amendment of the 2005 Stock Incentive Plan to increase the number of shares available for grant thereunder:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
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65,724,605      31,117,145      1,085,047      6,300,542

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 thereunto duly authorized.

	<b>AMERICAN FINANCIAL GROUP, INC.</b>
Date: May 17, 2010	By: <u>/s/ Karl J. Grafe</u>
	Karl J. Grafe
	Vice President