

Edgar Filing: First American Financial Corp - Form 8-K

First American Financial Corp
Form 8-K
May 10, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 8, 2018

FIRST AMERICAN FINANCIAL CORPORATION
(Exact Name of the Registrant as Specified in Charter)

Delaware 001-34580 26-1911571

(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)
1 First American Way, Santa Ana, 92707-5913
California
(Zip Code)

(Address of Principal Executive Offices)
Registrant's telephone number, including area code (714) 250-3000

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))
Indicate by check mark whether the registrant is an emerging growth company 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 8, 2018, the Board of Directors of the Company appointed Martha B. Wyrsh to the Company's Board of Directors to fill the vacancy created by the retirement of Virginia M. Ueberroth. Ms. Wyrsh has not yet been appointed to serve on any committees of the Board. A copy of the press release announcing her appointment is attached hereto as Exhibit 99.1.

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

The annual meeting of stockholders of the Company was held on May 8, 2018. Results of the voting at the meeting are set forth below.

Election of Class II Directors. The names of the persons who were nominated to serve as Class II directors of the Company for a three-year term are listed below, together with a tabulation of the results of the voting at the annual meeting with respect to each nominee. All Class II director nominees were elected.

| Name of Class II Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|------------|----------------|------------------|
| Dennis J. Gilmore | 93,747,701 | 604,463 | 8,702,965 |
| Margaret M. McCarthy | 92,872,953 | 1,479,211 | 8,702,965 |

Advisory Vote on Executive Compensation. At the meeting, the stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, with 88,362,517 votes for, 5,584,260 votes against, 405,387 votes abstaining and 8,702,965 broker non-votes.

Ratification of Independent Public Accountants. At the meeting, the stockholders of the Company also voted to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018, with 101,097,927 votes for, 1,272,884 votes against, and 684,317 votes abstaining.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release dated May 9, 2018.</u> |

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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.

FIRST AMERICAN FINANCIAL CORPORATION

Date: May 10, 2018 By: /s/ Dennis J. Gilmore

Name: Dennis J. Gilmore

Title: Chief Executive Officer