

ALLSTATE CORP  
Form 8-K  
May 19, 2015

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 19, 2015

THE ALLSTATE CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction of incorporation)

1-11840  
(Commission  
File Number)

36-3871531  
(IRS Employer  
Identification No.)

2775 Sanders Road, Northbrook, Illinois 60062  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 402-5000

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))



## Section 5 – Corporate Governance and Management

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

(a) The Registrant’s annual stockholders meeting was held on May 19, 2015 (the "Annual Meeting").

(b) The following are the final vote results of the Annual Meeting. Abstentions have no impact on the vote outcome for Proposal 1 and have the effect of a vote against for Proposals 2, 3, and 4. Broker non-votes have no impact on the vote outcome for Proposals 1, 2, and 4.

Proposal 1 - Election of Directors. Ten directors were elected by a majority of the votes cast for terms expiring at the 2016 annual stockholders meeting with an average vote of 98.73%. The voting results are as follows:

| Nominee            | For         | Against    | Abstain   | Broker non-votes |
|--------------------|-------------|------------|-----------|------------------|
| Robert D. Beyer    | 310,686,539 | 999,087    | 1,298,449 | 41,282,845       |
| Kermit R. Crawford | 308,912,412 | 2,784,071  | 1,287,592 | 41,282,845       |
| Michael L. Eskew   | 310,160,751 | 1,532,326  | 1,290,998 | 41,282,845       |
| Herbert L. Henkel  | 309,498,173 | 2,196,077  | 1,289,825 | 41,282,845       |
| Siddharth N. Mehta | 309,625,909 | 2,029,068  | 1,329,098 | 41,282,845       |
| Andrea Redmond     | 309,832,509 | 1,872,476  | 1,279,090 | 41,282,845       |
| John W. Rowe       | 306,850,207 | 4,831,173  | 1,302,695 | 41,282,845       |
| Judith A. Sprieser | 306,019,609 | 5,693,761  | 1,270,705 | 41,282,845       |
| Mary Alice Taylor  | 306,248,511 | 5,460,637  | 1,274,927 | 41,282,845       |
| Thomas J. Wilson   | 297,444,238 | 12,064,638 | 3,475,199 | 41,282,845       |

Proposal 2 – Say-on-Pay: Advisory Vote on the Executive Compensation of the Named Executives. The management proposal on the advisory resolution to approve the compensation of the named executive officers received the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results are as follows:

| For         | Against    | Abstain   | Broker non-votes |
|-------------|------------|-----------|------------------|
| 297,651,709 | 13,168,247 | 2,164,119 | 41,282,845       |
| 95.10%      | 4.21%      | .69%      | % not applicable |

Proposal 3 - Ratification of the Appointment of Independent Registered Public Accountant. The management proposal on ratification of the appointment of Deloitte & Touche LLP as Registrant's independent registered public accountant for 2015 received the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results are as follows:

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 346,907,784 | 6,015,615 | 1,343,521 |
| 97.92%      | 1.70%     | .38%      |

Proposal 4 - Stockholder Proposal. The stockholder proposal seeking a policy on equity retention by senior executives did not receive the vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal. The voting results are as follows:

| For        | Against     | Abstain   | Broker non-votes |
|------------|-------------|-----------|------------------|
| 91,199,254 | 218,616,967 | 3,167,854 | 41,282,845       |
| 29.14%     | 69.85%      | 1.01%     | % not applicable |

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 ALLSTATE CORPORATION  
(Registrant)

By: /s/ Daniel G. Gordon  
Name: Daniel G. Gordon  
Title: Vice President, Assistant General Counsel and  
Assistant Secretary

Date: May 19, 2015