

INFINITY PROPERTY & CASUALTY CORP

Form 8-K

May 23, 2014

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 Act of 1934

Date of Report (Date of earliest event reported): May 20, 2014

INFINITY PROPERTY AND CASUALTY CORPORATION

(Exact name of Registrant as specified in its Charter)

Ohio

(State or Other Jurisdiction of
Incorporation)

000-50167

(Commission File Number)

03-0483872

(IRS Employer
Identification No.)

3700 Colonnade Parkway, Birmingham, Alabama 35243

(Address of Principal Executive Offices) (Zip Code)

(205) 870-4000

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 (see General Instruction A.2. 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 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

On May 20, 2014, the Company's shareholders voted on three proposals, set forth below, at the 2014 Annual Meeting of Shareholders (the "Meeting"). Of the 11,420,989 shares of common stock outstanding as of March 24, 2014, the record date, 11,019,976 shares were represented at the Meeting (in person or by proxy), constituting 96.49% of the outstanding shares entitled to vote. At the Meeting, the shareholders approved all of the director nominees and each of the proposals presented. The final results of voting on each of the proposals is as follows:

Proposal 1. Election of nine directors.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| Angela Brock-Kyle | 10,755,056 | 33,050 | 231,870 |
| Teresa A. Canida | 10,755,356 | 32,750 | 231,870 |
| Jorge G. Castro | 10,755,356 | 32,750 | 231,870 |
| James R. Gober | 10,532,139 | 255,967 | 231,870 |
| Harold E. Layman | 10,750,256 | 37,850 | 231,870 |
| E. Robert Meaney | 10,755,356 | 32,750 | 231,870 |
| Drayton Nabers, Jr. | 10,755,556 | 32,550 | 231,870 |
| William Stancil Starnes | 10,755,556 | 32,550 | 231,870 |
| Samuel J. Weinhoff | 10,755,556 | 32,550 | 231,870 |

Proposal 2. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,839,631 | 147,093 | 33,252 | 0 |

Proposal 3. Approve, in an advisory vote, the compensation of the Company's named executive officers as disclosed in the proxy statement.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 10,644,646 | 110,219 | 33,241 | 231,870 |

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.

INFINITY PROPERTY AND CASUALTY
CORPORATION

BY:/s/ Samuel J. Simon
Samuel J. Simon
Executive Vice President, General Counsel and Assistant Secretary

May 23, 2014