

CNA FINANCIAL CORP  
Form 8-K  
April 30, 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 Exchange Act of 1934

Date of Report (Date of earliest event reported) April 23, 2014

CNA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-5823<br>(Commission<br>File Number) | 36-6169860<br>(IRS Employer<br>Identification No.) |
|---|---------------------------------------|--|

|  |                     |
|--|---------------------|
| 333 S. Wabash, Chicago, Illinois<br>(Address of principal executive offices) | 60604<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (312) 822-5000

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 (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.**

The 2014 Annual Meeting of Stockholders of the registrant occurred on April 23, 2014. Represented at the meeting, in person or by proxy, were 268,171,984 shares constituting approximately 99% of the issued and outstanding shares entitled to vote.

**1. ELECTION OF DIRECTORS.**

The following directors were elected:

|                    | Votes For   | Votes Withheld | Broker Non-Votes |
|--------------------|-------------|----------------|------------------|
| Paul J. Liska      | 266,290,784 | 233,319        | 1,647,881        |
| Jose O. Montemayor | 266,298,527 | 225,576        | 1,647,881        |
| Thomas F. Motamed  | 258,331,614 | 8,192,489      | 1,647,881        |
| Don M. Randel      | 266,212,721 | 311,382        | 1,647,881        |
| Joseph Rosenberg   | 257,612,387 | 8,911,716      | 1,647,881        |
| Andrew H. Tisch    | 256,832,814 | 9,691,289      | 1,647,881        |
| James S. Tisch     | 256,766,931 | 9,757,172      | 1,647,881        |
| Marvin Zonis       | 265,575,789 | 948,314        | 1,647,881        |

**2. ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.**

Over 99% of the shares eligible to vote approved, on an advisory (non-binding) basis, the Company's executive compensation, as identified below in the table.

|   | Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|---|-------------|---------------|-----------------|------------------|
| Advisory vote on executive compensation | 265,818,130 | 702,493       | 3,480           | 1,647,881        |

**3. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.**

Over 99% of the shares eligible to vote ratified the appointment of Deloitte & Touche LLP to serve as the independent registered public accountants for the registrant for 2014, as identified below in the table. There were no broker non-votes.

|  | Votes For   | Votes Against | Votes Abstained |
|--|-------------|---------------|-----------------|
| Ratification of appointment of Deloitte & Touche LLP | 268,073,295 | 93,914        | 4,775           |

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.

CNA Financial Corporation  
(Registrant)

Date: April 29, 2014

By /s/ Stathy Darcy  
(Signature)  
Stathy Darcy  
SVP and Deputy General Counsel