

NATIONAL WESTERN LIFE INSURANCE CO
Form 8-K
June 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 Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) June 20, 2014

NATIONAL WESTERN LIFE INSURANCE COMPANY
(Exact Name of Registrant as Specified in Its Charter)

COLORADO
(State or Other Jurisdiction of Incorporation)

84-0467208
(I.R.S. Employer Identification Number)

2-17039
(Commission File Number)

850 EAST ANDERSON LANE, AUSTIN, TEXAS
(Address of Principal Executive Offices)

78752-1602
(Zip code)

(512-836-1010)
(Registrant's Telephone Number, Including Area Code)

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))

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

On June 20, 2014, National Western Life Insurance Company (the “Company”) held its Annual Meeting of Stockholders in Galveston, Texas to consider and vote on the matters listed below. These matters are described in detail in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 29, 2014. There were 3,434,765 shares of Class A common stock entitled to vote at the meeting and a total of 3,233,716 shares, or 94.1%, were present or represented by proxy at the meeting. In addition, there were 200,000 shares of Class B common stock entitled to vote at the meeting of which 100.0% of the shares were present or represented by proxy. Set forth below are the voting results for each proposal submitted to a vote of stockholders.

Proposal 1. Election of Directors

The Class A and Class B stockholders of the Company elected each of their respective director nominees nominated by the Company’s Board of Directors. The results of the voting were as follows:

| Class A Director Nominee | For | Withheld |
|--------------------------|-----------|----------|
| Stephen E. Glasgow | 2,746,028 | 62,253 |
| E. Douglas McLeod | 2,295,073 | 513,208 |
| Louis E. Pauls, Jr. | 2,685,272 | 123,009 |
| E.J. Pederson | 2,711,258 | 97,023 |

| Class B Director Nominee | For | Withheld |
|---------------------------|---------|----------|
| Robert L. Moody | 200,000 | - |
| Ross R. Moody | 200,000 | - |
| Ann M. Moody | 200,000 | - |
| Charles D. Milos | 200,000 | - |
| Frances A. Moody-Dahlberg | 200,000 | - |
| Russell S. Moody | 200,000 | - |

There were 425,435 broker non-votes for each Class A director nominee and none for each Class B director nominee. The individuals shown above were elected to serve as a director until the Company’s 2015 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.

Proposal 2. Ratification of Independent Registered Public Accounting Firm

The Class A and Class B stockholders of the Company ratified the appointment of BKD, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014. The results of the voting were as follows:

| For | Against | Abstain |
|-----------|---------|---------|
| 3,384,965 | 44,948 | 3,803 |

Proposal 3. Approval, on an Advisory Basis, of the Compensation of the Named Executive Officers

The Class A and Class B stockholders of the Company approved the Executive Officer Bonus Program as adopted by the Board of Directors and the Compensation and Stock Option Committee in December 2013. The results of the voting were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 2,522,760 | 481,639 | 3,882 | 425,435 |

SIGNATURE

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.

NATIONAL WESTERN LIFE INSURANCE
COMPANY

Date: June 23, 2014

By: /S/Brian M. Pribyl
Brian M. Pribyl
Senior Vice President
Chief Financial Officer and Treasurer