

KEYCORP /NEW/  
Form 8-K  
May 22, 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 21, 2015**

**(Exact Name of Registrant as Specified in Charter)**

**001-11302**

**(Commission**  
**File Number)**

**OHIO**  
**(State or other jurisdiction**  
**of incorporation)**

**34-6542451**  
**(I.R.S. Employer**  
**Identification No.)**

**127 Public Square**

**Cleveland, Ohio 44114-1306**

**(Address of principal executive offices and zip code)**

**(216) 689-3000**

**(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**

At KeyCorp's 2015 Annual Meeting of Shareholders held on May 21, 2015, shareholders elected all fourteen of the directors nominated by the KeyCorp Board of Directors. Each director received a greater number of votes cast for his or her election than votes withheld from his or her election, as stated below. The shareholders also ratified the appointment of Ernst & Young LLP as KeyCorp's independent auditor for 2015, approved on an advisory basis KeyCorp's executive compensation as described in KeyCorp's 2015 proxy statement, and did not approve a shareholder proposal seeking to separate KeyCorp's Chairman and Chief Executive Officer roles. The final voting results from the meeting are as follows:

*Proposal One Election of Directors*

Nominee	For	Withheld	Broker Non-Vote
<b>Bruce D. Broussard</b>	623,223,485	5,913,007	79,794,015
<b>Joseph A. Carrabba</b>	619,798,706	9,337,786	79,794,015
<b>Charles P. Cooley</b>	621,095,974	8,040,491	79,794,015
<b>Alexander M. Cutler</b>	600,756,850	28,379,642	79,794,015
<b>H. James Dallas</b>	623,711,750	5,424,742	79,794,015
<b>Elizabeth R. Gile</b>	624,927,823	4,208,670	79,794,015
<b>Ruth Ann M. Gillis</b>	624,303,542	4,832,950	79,794,015
<b>William G. Gisel, Jr.</b>	621,197,706	7,938,786	79,794,015
<b>Richard J. Hipple</b>	618,700,770	10,435,722	79,794,015
<b>Kristen L. Manos</b>	624,790,571	4,345,921	79,794,015
<b>Beth E. Mooney</b>	601,972,131	27,164,361	79,794,015
<b>Demos Parneros</b>	621,136,020	8,000,472	79,794,015
<b>Barbara R. Snyder</b>	621,171,604	7,964,888	79,794,015
<b>David K. Wilson</b>	625,125,298	4,011,194	79,794,015

*Proposal Two Ratification of the Appointment of Ernst & Young LLP as KeyCorp's Independent Auditors for 2015*

For	Against	Abstain	Broker Non-Vote
696,132,910	10,665,405	2,132,192	0

*Proposal Three Advisory Approval of KeyCorp's Executive Compensation*

For	Against	Abstain	Broker Non-Vote
601,080,941	24,294,554	3,760,996	79,794,015

*Proposal Four Shareholder Proposal Seeking to Separate the Chairman and Chief Executive Officer Roles*

For	Against	Abstain	Broker Non-Vote
148,557,886	477,832,264	2,746,341	79,794,015

**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 thereunto duly authorized.

**KeyCorp**

Date: May 22, 2015

/s/ Paul N. Harris  
By: Paul N. Harris  
Secretary and General Counsel