

CINCINNATI FINANCIAL CORP

Form 8-K/A

May 06, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report: May 1, 2010
(Date of earliest event reported)

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

| | | |
|---|---------------------------------------|---|
| Ohio (State or other jurisdiction of incorporation) | 0-4604 (Commission File Number) | 31-0746871 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|--------------------------|
| 6200 S. Gilmore Road, Fairfield, Ohio (Address of principal executive offices) | 45014-5141 (Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (513) 870-2000

N/A
(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:

- .. 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 240.13a-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

Final audited voting results on matters properly brought before the annual meeting of shareholders held on May 1, 2010, are set forth below:

Total Outstanding Shares as of Record Date: 162,927,521 Shares Voted at Meeting: 137,587,416

Proposal 1: Election of Directors:

| Gregory T. Bier | | Linda W. Clement-Holmes | | Douglas S. Skidmore | | Larry R. Webb | |
|-----------------|----------|-------------------------|----------|---------------------|----------|---------------|----------|
| 128,838,754 | For | 129,491,212 | For | 129,524,447 | For | 122,373,003 | For |
| 1,673,292 | Withheld | 1,020,834 | Withheld | 987,599 | Withheld | 8,139,043 | Withheld |

Proposal 2: Amendment of Articles of Incorporation to Declassify Board:

134,692,132 For 2,566,820 Against 328,464 Abstain

Proposal 3: Amendment of Code of Regulations to Add Advance Notice Provisions:

129,966,620 For 7,394,363 Against 226,433 Abstain

Proposal 4: Ratify Selection of Independent Registered Public Accounting Firm:

136,334,250 For 1,133,661 Against 119,505 Abstain

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.

CINCINNATI FINANCIAL CORPORATION

Date: May 6, 2010

/s/Steven J. Johnston
 Steven J. Johnston, FCAS, MAAA, CFA
 Chief Financial Officer, Senior Vice President, Secretary
 and Treasurer