

KEMPER Corp
Form 8-K
May 08, 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 6, 2015

Kemper Corporation

(Exact name of registrant as specified in its charter)

Commission File Number: 001-18298

DE

(State or other jurisdiction
of incorporation)

One East Wacker Drive, Chicago, IL 60601

(Address of principal executive offices, including zip code)

312-661-4600

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

95-4255452

(IRS Employer
Identification No.)

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

The Annual Meeting of Shareholders of Kemper Corporation (the “Company”) was held on Wednesday, May 6, 2015 in Chicago, Illinois to vote on three proposals, for which the final voting results were as follows:

Proposal 1: Election of Directors.

Shareholders elected each of the eight nominees for director:

| Nominees | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|-----------|---------|------------------|
| James E. Annable | 41,415,991 | 199,786 | 49,098 | 5,616,931 |
| George N. Cochran | 41,447,564 | 164,642 | 52,669 | 5,616,931 |
| Kathleen M. Cronin | 41,445,661 | 160,470 | 58,744 | 5,616,931 |
| Douglas G. Geoga | 41,354,831 | 260,783 | 49,261 | 5,616,931 |
| Robert J. Joyce | 41,437,346 | 163,192 | 64,337 | 5,616,931 |
| Christopher B. Sarofim | 41,354,594 | 249,981 | 60,300 | 5,616,931 |
| Donald G. Southwell | 40,826,354 | 788,355 | 50,166 | 5,616,931 |
| David P. Storch | 36,857,353 | 4,756,841 | 50,681 | 5,616,931 |

Proposal 2: Advisory vote on ratification of selection of Deloitte & Touche LLP as independent registered public accountant for 2015.

Shareholders ratified the selection of Deloitte & Touche LLP as the Company’s independent registered public accountant for 2015:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 46,929,397 | 235,367 | 117,042 | -0- |

Proposal 3: Vote on ratification of the amendment to the Company’s bylaws to include an exclusive forum provision.

Shareholders ratified the amendment to the Company’s bylaws to include an exclusive forum provision:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 35,908,850 | 5,483,227 | 272,798 | 5,616,931 |

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.

Date: May 8, 2015

Kemper Corporation
/s/ Richard Roeske
Richard Roeske
Vice President and Chief Accounting Officer