

ASSURANT INC  
Form 8-K  
May 11, 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 7, 2015**

**Assurant, Inc.**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 001-31978**

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

**39-1126612**  
**(IRS Employer**  
**Identification No.)**

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**28 Liberty Street, 41st Floor**

**New York, New York 10005**

**(Address of principal executive offices, including zip code)**

**(212) 859-7000**

**(Registrant's telephone number, including area code)**

**(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 240.13e-4(c))

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

The Company held its Annual Meeting of Stockholders (the Annual Meeting ) on May 7, 2015. At the Annual Meeting, the Company's stockholders (1) elected each of the nominees listed below to the Company's Board of Directors to serve until the 2016 Annual Meeting or until their respective successors are elected and qualified, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2015, (3) reapproved the material terms of the performance goals under the Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, and (4) approved, by non-binding advisory vote, the 2014 compensation paid to the Company's named executive officers.

The following is a summary of the votes cast, as well as the number of abstentions and broker non-votes, as to each proposal, including a separate tabulation with respect to each nominee for director.

**Proposal 1: Election of Directors.**

| <b>Nominees:</b>      | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|----------------------|--------------------|-------------------------|
| Elaine D. Rosen       | 54,000,996       | 646,219              | 278,186            | 2,204,561               |
| Howard L. Carver      | 53,680,685       | 921,879              | 322,839            | 2,204,561               |
| Juan N. Cento         | 53,996,571       | 640,226              | 288,606            | 2,204,561               |
| Alan B. Colberg       | 54,534,178       | 73,177               | 318,048            | 2,204,561               |
| Elyse Douglas         | 54,572,425       | 74,891               | 278,087            | 2,204,561               |
| Lawrence V. Jackson   | 53,839,568       | 809,682              | 276,153            | 2,204,561               |
| Charles J. Koch       | 53,937,931       | 709,179              | 278,293            | 2,204,561               |
| Jean-Paul L. Montupet | 50,022,042       | 4,614,935            | 288,426            | 2,204,561               |
| Paul J. Reilly        | 54,618,964       | 27,071               | 279,348            | 2,204,561               |
| Robert W. Stein       | 54,580,057       | 38,385               | 306,961            | 2,204,561               |

**Proposal 2: Ratification of Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2015.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 56,212,553       | 605,583              | 311,828            | 0                       |

**Proposal 3: Reapproval of the Material Terms of the Performance Goals under the Amended and Restated Assurant, Inc. Long Term Equity Incentive Plan for Purposes of Section 162(m) of the Internal Revenue Code.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 52,588,668       | 2,010,487            | 326,248            | 2,204,561               |

**Proposal 4: Non-binding Advisory Vote on the 2014 Compensation of the Company's Named Executive Officers.**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 51,921,221       | 2,680,450            | 323,732            | 2,204,561               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Assurant, Inc.

By: /s/ STEPHEN W. GAUSTER  
Stephen W. Gauster  
Senior Vice President, Chief Corporate  
Counsel and Assistant Secretary

Date: May 11, 2015