

KEYCORP /NEW/
Form 8-K
May 20, 2016

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 19, 2016

(Exact Name of Registrant as Specified in Charter)

001-11302

(Commission File Number)

OHIO **34-6542451**
(State or other jurisdiction of incorporation) (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 2016 Annual Meeting of Shareholders held on May 19, 2016, 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 against from his or her election, as stated below. The shareholders also ratified the appointment of Ernst & Young LLP as KeyCorp's independent auditor for 2016, approved on an advisory basis KeyCorp's executive compensation as described in KeyCorp's 2016 proxy statement, approved the material terms of KeyCorp's 2016 Annual Performance Plan as described in KeyCorp's 2016 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 | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------------------|-------------|----------------|----------------|----------------------------|
| Bruce D. Broussard | 623,297,943 | 7,792,450 | 2,508,656 | 77,922,957 |
| Joseph A. Carrabba | 580,705,394 | 50,539,390 | 2,354,265 | 77,922,957 |
| Charles P. Cooley | 628,051,417 | 3,015,923 | 2,531,708 | 77,922,957 |
| Alexander M. Cutler | 580,037,467 | 51,068,182 | 2,493,399 | 77,922,957 |
| H. James Dallas | 622,664,910 | 8,382,276 | 2,551,862 | 77,922,957 |
| Elizabeth R. Gile | 628,615,529 | 2,520,142 | 2,463,376 | 77,922,957 |
| Ruth Ann M. Gillis | 628,110,104 | 3,130,093 | 2,358,852 | 77,922,957 |
| William G. Gisel, Jr. | 626,410,456 | 4,702,285 | 2,486,308 | 77,922,957 |
| Richard J. Hipple | 594,507,423 | 36,534,738 | 2,566,887 | 77,922,957 |
| Kristen L. Manos | 628,084,500 | 3,117,833 | 2,396,716 | 77,922,957 |
| Beth E. Mooney | 607,041,571 | 22,304,207 | 4,253,270 | 77,922,957 |
| Demos Parneros | 624,909,648 | 6,123,128 | 2,566,273 | 77,922,957 |
| Barbara R. Snyder | 623,315,123 | 7,978,298 | 2,305,567 | 77,922,957 |
| David K. Wilson | 628,644,441 | 2,471,869 | 2,482,738 | 77,922,957 |

Proposal Two Ratification of the Appointment of Ernst & Young LLP as KeyCorp's Independent Auditors for 2016

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|----------------------------|
| 697,204,045 | 12,723,105 | 1,594,856 | |

Proposal Three Advisory Approval of KeyCorp's Executive Compensation

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|----------------------------|
| 599,513,143 | 30,908,487 | 3,177,418 | 77,922,957 |

Proposal Four Approval of the Material Terms of KeyCorp's 2016 Annual Performance Plan

BROKER

| FOR | AGAINST | ABSTAIN | NON-VOTE |
|-------------|----------------|----------------|-----------------|
| 609,396,471 | 22,089,716 | 2,110,862 | 77,922,957 |

Proposal Five Shareholder Proposal Seeking to Separate Chairman and Chief Executive Officer Roles

BROKER

| FOR | AGAINST | ABSTAIN | NON-VOTE |
|-------------|----------------|----------------|-----------------|
| 165,595,036 | 465,331,481 | 2,672,379 | 77,922,957 |

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 20, 2016

/s/ Paul N. Harris

By: Paul N. Harris
Secretary and General Counsel