

STEWART INFORMATION SERVICES CORP

Form 8-K

May 06, 2014

**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 2, 2014**

**STEWART INFORMATION SERVICES CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-02658**  
**(Commission**

**File Number)**

**74-1677330**  
**(IRS Employer**

**Identification No.)**

**1980 Post Oak Blvd.**

**Houston, Texas**

**(Address of principal executive offices)**

**77056**

**(Zip Code)**

**Registrant's telephone number, including area code: 713-625-8100**

**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 240.13e-4(c))

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

On May 2, 2014, Stewart Information Services Corporation (the Company) held its 2014 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, 20,138,425 shares of the Company's common stock were present in person or by proxy and 1,050,012 shares of the Company's Class B common stock were present in person or by proxy. The stockholders voted on six proposals and cast their votes as described below.

**Proposal No. 1**

The Company's common stockholders elected five of the Company's nine directors and the Company's Class B stockholders elected the remaining four of the Company's nine directors, as set forth below:

|                                                                 | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|-----------------------------------------------------------------|------------|-----------------|-----------------------------|
| <b>Election of Directors by Common Stockholders</b>             |            |                 |                             |
| Arnaud Ajdler                                                   | 18,033,426 | 396,850         | 1,708,149                   |
| Glenn C. Christenson                                            | 18,114,903 | 315,373         | 1,708,149                   |
| Robert L. Clarke                                                | 17,926,407 | 503,869         | 1,708,149                   |
| Laurie C. Moore, dba Laurie Moore-Moore                         | 17,886,746 | 543,530         | 1,708,149                   |
| Dr. W. Arthur Porter                                            | 17,855,968 | 574,308         | 1,708,149                   |
| <b>Election of Directors by Class B Common<br/>Stockholders</b> |            |                 |                             |
| Thomas G. Apel                                                  | 1,050,012  | 0               | 0                           |
| Frank Keating                                                   | 1,050,012  | 0               | 0                           |
| Malcom S. Morris                                                | 1,050,012  | 0               | 0                           |
| Stewart Morris, Jr.                                             | 1,050,012  | 0               | 0                           |

**Proposal No. 2**

The Company's stockholders cast their votes in favor of the advisory resolution regarding the compensation of the Company's named executive officers as set forth below:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 19,046,909 | 411,416        | 21,963             | 1,708,149                   |

**Proposal No. 3**

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent auditors for 2014 as set forth below:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 20,917,695 | 172,436        | 98,306             |

**Proposal No. 4**

The Company's stockholders cast their votes in favor of the Company's 2014 Long Term Incentive Plan.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 18,334,620 | 1,123,448      | 22,220             | 1,708,149                   |

**Proposal No. 5**

The Company's stockholders cast their votes in favor of the Company's Annual Bonus Plan.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 18,673,450 | 783,423        | 23,415             | 1,708,149                   |

**Proposal No. 6**

The Company's common stockholders and the Company's Class B stockholders cast their votes in favor of an amendment to the Company's Amended and Restated Certificate of Incorporation to eliminate cumulative voting in order to adopt a majority voting standard.

**Common Stockholders**

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 17,288,441 | 1,060,419      | 81,416             | 1,708,149                   |

**Class B Stockholders**

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|--------------------|-----------------------------|
| 1,050,012  | 0              | 0                  | 0                           |

**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.

**STEWART INFORMATION SERVICES CORPORATION**

By: /s/ J. Allen Berryman

*J. Allen Berryman, Chief Financial Officer,  
Secretary, Treasurer and Principal Financial Officer*

Date: May 6, 2014