

Capitol Federal Financial Inc
Form 8-K
January 27, 2017

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)
January 24, 2017

CAPITOL
FEDERAL
FINANCIAL,
INC.

(Exact name
of Registrant
as specified in
its Charter)

Maryland 001-34814 27-2631712
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

700 South
Kansas
Avenue
Topeka,
Kansas
66603
(Address
of
principal
executive
offices)
(Zip
Code)

Registrant's telephone number, including area code:
(785) 235-1341

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The Registrant's press release dated January 27, 2017, announcing financial results for the quarter ended December 31, 2016 is attached hereto as Exhibit 99.4, and is incorporated herein by reference.

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Capitol Federal Financial, Inc. (the "Company") held its Annual Meeting of Stockholders on January 24, 2017 (the "Annual Meeting"). Holders of record of the Company's common stock at the close of business on December 2, 2016 were entitled to vote on four items at the Annual Meeting. Stockholders elected Michel' Philipp Cole, Jeffrey M. Johnson, and Michael T. McCoy, M.D. each to a three-year term as director. The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the Annual Meeting (the "Say on Pay Vote"). The stockholders voted for an annual advisory vote on the frequency of future Say on Pay Votes (the "Frequency Vote"). The Board of Directors of the Company determined, in light of the results of the Frequency Vote, the Company will include a Say on Pay Vote in its annual meeting proxy materials every year until the next required Frequency Vote is held. The stockholders also ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending September 30, 2017. The final voting results of each item are set forth below.

	Number of Votes				Broker Non-Votes
	For	Against	Abstained		
Proposal 1.					
Election of the following directors for the terms indicated:					
Michel' Philipp Cole (three years)	101,136,731	2,042,546	202,582		16,370,931
Jeffrey M. Johnson (three years)	100,218,189	2,953,126	210,544		16,370,930
Michael T. McCoy, M.D. (three years)	100,198,134	2,979,614	204,111		16,370,931

The following directors had their term of office continue after the meeting:

Morris J. Huey, II
 Reginald L. Robinson
 John B. Dicus
 James G. Morris
 Jeffrey R. Thompson

	Number of Votes				Broker Non-Votes
	For	Against	Abstained		
Proposal 2.					
Stockholder approval, on advisory basis, of executive compensation	97,983,050	4,932,745	466,052		16,370,942
	Number of Votes				Broker Non-Votes
	Every Year	Every Two Years	Every Three Years	Abstained	

Proposal 3.					
Frequency of advisory vote on executive compensation	92,745,094	1,407,086	9,111,863	117,804	16,370,943
	Number of Votes				Broker Non-Votes
	For	Against	Abstained		

Proposal 4.					
Ratification of Deloitte & Touche LLP as independent auditors	118,476,648	1,128,020	148,122	—	

ITEM 7.01 REGULATION FD DISCLOSURE

Attached hereto as Exhibit 99.1 and incorporated herein by reference are the slides from the Company's presentation at the Annual Meeting on January 24, 2017.

On January 24, 2017, the Company issued the press release attached hereto as Exhibit 99.2 and incorporated herein by reference announcing a cash dividend of \$0.085 per share, payable on February 17, 2017 to holders of record of the Company's common stock as of the close of business on February 3, 2017.

ITEM 8.01 OTHER EVENTS

On January 24, 2017, the Company issued the press release attached hereto as Exhibit 99.3 and incorporated herein by reference announcing the retirement of Marilyn S. Ward as a director of the Company upon her reaching the board's mandatory retirement age and the election of Michel' Philipp Cole as a director of the Company to succeed Ms. Ward.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit 99.1 – Annual Meeting slide presentation

Exhibit 99.2 – Press release announcing dividend dated January 24, 2017

Exhibit 99.3 – Press release announcing Director Ward retirement, Director Cole election dated January 24, 2017

Exhibit 99.4 – Press release announcing earnings dated January 27, 2017

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.

CAPITOL FEDERAL FINANCIAL, INC.

Date: January 27, 2017 By: /s/ Kent G. Townsend

Kent G. Townsend, Executive Vice-President,
Chief Financial Officer, and Treasurer