

PROGRESSIVE CORP/OH/
Form 8-K
May 14, 2018

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 14, 2018 (May 11, 2018)

THE PROGRESSIVE CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Ohio (State or other jurisdiction of incorporation or organization) | 1-9518 (Commission File Number) | 34-0963169 (I.R.S. Employer Identification No.) |
|---|--|---|

| | |
|--|-------------------------|
| 6300 Wilson Mills Road, Mayfield Village, Ohio (Address of principal executive offices) | 44143 (Zip Code) |
|--|-------------------------|

Registrant's telephone number, including area code (440) 461-5000

Not Applicable
(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

(a) At the Annual Meeting of Shareholders held on May 11, 2018, 492,709,373 common shares were represented in person or by proxy.

(b) Proposal One - At the meeting, shareholders elected each of the eleven directors named below. The votes cast with respect to each director were as follows:

| Director | Term Expires For | Against | Abstain | Broker Non-Votes | |
|---------------------------|------------------|-------------|------------|------------------|------------|
| Philip Bleser | 2019 | 454,675,801 | 236,188 | 1,193,703 | 36,603,681 |
| Stuart B. Burgdoerfer | 2019 | 454,655,853 | 257,030 | 1,192,809 | 36,603,681 |
| Pamela J. Craig | 2019 | 454,631,655 | 283,636 | 1,190,401 | 36,603,681 |
| Charles A. Davis | 2019 | 441,420,919 | 14,299,839 | 384,934 | 36,603,681 |
| Roger N. Farah | 2019 | 449,949,584 | 4,955,116 | 1,200,992 | 36,603,681 |
| Lawton W. Fitt | 2019 | 445,540,991 | 9,400,423 | 1,164,278 | 36,603,681 |
| Susan Patricia Griffith | 2019 | 455,459,924 | 385,884 | 259,884 | 36,603,681 |
| Jeffrey D. Kelly | 2019 | 453,792,404 | 1,097,134 | 1,216,154 | 36,603,681 |
| Patrick H. Nettles, Ph.D. | 2019 | 440,294,270 | 14,623,013 | 1,188,409 | 36,603,681 |
| Barbara R. Snyder | 2019 | 453,655,363 | 2,084,489 | 365,840 | 36,603,681 |
| Kahina Van Dyke | 2019 | 454,510,258 | 343,169 | 1,252,265 | 36,603,681 |

Also at the Annual Meeting, shareholders took the following actions:

Proposal Two - Cast an advisory vote approving our executive compensation program. This proposal received 434,758,847 affirmative votes and 19,729,863 negative votes. There were 1,616,982 abstentions and 36,603,681 broker non-votes with respect to this proposal.

Proposal Three - Ratified the appointment of PricewaterhouseCoopers LLP as The Progressive Corporation's independent registered public accounting firm for 2018. This proposal received 482,607,738 affirmative votes and 9,695,518 negative votes. There were 406,117 abstentions and no broker non-votes with respect to this proposal.

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 14, 2018

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch

Name: Jeffrey W. Basch

Title: Vice President and Chief Accounting Officer