

AFLAC INC  
Form 8-K  
May 05, 2011

**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, 2011

**Aflac Incorporated**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Georgia</b><br>(State or other jurisdiction<br>of incorporation)                     | <b>001-07434</b><br>(Commission<br>File Number) | <b>58-1167100</b><br>(IRS Employer<br>Identification No.) |
| <b>1932 Wynnton Road, Columbus, Georgia</b><br>(Address of principal executive offices) | <b>706.323.3431</b>                             | <b>31999</b><br>(Zip Code)                                |

(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:

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- 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 Annual Meeting of the Shareholders of Aflac Incorporated (the Company) was held on May 2, 2011. Matters submitted to the shareholders and voted upon at the meeting, which are more fully described in the Company's Proxy Statement, are as follows: (1) Election of 15 members to the board of directors; (2) Approval of a non-binding advisory proposal on compensation of the Company's named executive officers as described in the Proxy Statement; (3) A non-binding advisory proposal on the frequency of future advisory votes on executive compensation; and (4) Ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2011. The shareholders approved proposals (1), (2) and (4), and they approved a frequency of one year for proposal (3).

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

**VOTES**

|  | <b>Broker</b>      |                   |                    |                   |
|--|--------------------|-------------------|--------------------|-------------------|
|  | <b>For</b>         | <b>Against</b>    | <b>Abstentions</b> | <b>Non-Votes</b>  |
| <b>(1) Election of 15 members to the board of directors:</b>       |                    |                   |                    |                   |
| Daniel P. Amos   | 677,125,371        | 17,016,040        | 696,514            | 71,699,274        |
| John Shelby Amos II  | 619,347,198        | 74,407,224        | 1,083,503          | 71,699,274        |
| Paul S. Amos II  | 681,866,703        | 11,868,651        | 1,102,571          | 71,699,274        |
| Michael H. Armacost  | 685,458,140        | 8,260,589         | 1,119,196          | 71,699,274        |
| Kriss Cloninger III  | 642,282,303        | 51,739,880        | 815,742            | 71,699,274        |
| Elizabeth J. Hudson  | 686,169,865        | 7,871,077         | 796,983            | 71,699,274        |
| Douglas W. Johnson   | 692,127,606        | 1,874,770         | 835,549            | 71,699,274        |
| Robert B. Johnson  | 691,290,461        | 2,696,628         | 850,836            | 71,699,274        |
| Charles B. Knapp   | 685,463,886        | 8,535,591         | 838,448            | 71,699,274        |
| E. Stephen Purdom, M.D.  | 686,516,719        | 7,626,254         | 694,952            | 71,699,274        |
| Barbara K. Rimer, DrPH   | 685,509,736        | 8,511,395         | 816,794            | 71,699,274        |
| Marvin R. Schuster   | 686,226,549        | 7,781,676         | 829,700            | 71,699,274        |
| David Gary Thompson  | 691,635,583        | 2,371,092         | 831,250            | 71,699,274        |
| Robert L. Wright   | 685,539,789        | 8,426,902         | 871,234            | 71,699,274        |
| Takuro Yoshida   | 692,755,815        | 1,379,591         | 702,519            | 71,699,274        |
| <b>(2) Non-binding advisory proposal on executive compensation</b> | <b>680,112,319</b> | <b>11,045,681</b> | <b>3,679,925</b>   | <b>71,699,274</b> |

**Broker**

|  | <b>1 Year</b>      | <b>2 Years</b>   | <b>3 Years</b>    | <b>Abstentions</b> | <b>Non-Votes</b>  |
|--|--------------------|------------------|-------------------|--------------------|-------------------|
| <b>(3) Non-binding advisory vote on the frequency of future advisory votes on executive compensation</b> | <b>610,135,172</b> | <b>3,011,615</b> | <b>79,712,698</b> | <b>1,978,440</b>   | <b>71,699,274</b> |

**Broker**

|   | <b>For</b>         | <b>Against</b>   | <b>Abstentions</b> | <b>Non-Votes</b> |
|---|--------------------|------------------|--------------------|------------------|
| <b>(4) Ratification of appointment of KPMG LLP as independent registered public accounting firm for the year ending December 31, 2011</b> | <b>756,901,292</b> | <b>8,280,987</b> | <b>1,354,920</b>   | <b>-</b>         |

With respect to proposal (3), the advisory vote on the frequency of future advisory votes on executive compensation, the Aflac Incorporated board of directors recommended that future advisory votes on executive compensation occur once per year. Shareholder votes on this matter indicate concurrence; therefore, future advisory votes on executive compensation will take place every year.



**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.

May 5, 2011

**Aflac Incorporated**

*/s/ June Howard*  
(June Howard)  
Senior Vice President, Financial Services  
Chief Accounting Officer