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

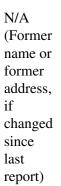
executive

offices)

(Zip

Code)

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



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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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

| | For | Against | Abstained | Non-Votes | | |
|---|-------------|-----------|-----------|------------|--|--|
| 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

| Бол | Against | Abstained | Broker |
|-----|---------|-----------|-----------|
| For | Agamst | Abstanied | Non-Votes |

Proposal 2.

Stockholder approval, on advisory basis, of executive compensation 97,983,050 4,932,745 466,052 16,370,942

Number of Votes

Every Every Abstained Broker Every Year Two Three Non-Votes Years Years

Number of Votes

Broker

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

For Against Abstained Non-Votes

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