

AMERIPRISE FINANCIAL INC  
Form 8-K  
April 30, 2015

**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) **April 29, 2015**

**AMERIPRISE FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32525**  
(Commission  
File Number)

**13-3180631**  
(IRS Employer  
Identification No.)

**55 Ameriprise Financial Center**

**Minneapolis, Minnesota**  
(Address of principal executive offices)

**55474**  
(Zip Code)

Registrant's telephone number, including area code **(612) 671-3131**

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):

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

The 2015 annual meeting of the stockholders of the Company was held on April 29, 2015. At the meeting, the holders of 162,393,455 shares of common stock, which represents approximately 89 percent of the 182,311,581 outstanding shares entitled to vote as of the March 2, 2015 record date were represented in person or by proxy. Detailed voting results are set forth below.

Item 1 Election of Directors. The stockholders elected each director nominee for a term of one year to expire at the 2016 annual meeting of stockholders or until their successors are elected and qualified. The voting results were as follows:

| Name                  | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|---------------|-------------|------------------|
| James M. Cracchiolo   | 141,802,334 | 6,200,368     | 818,184     | 13,572,569       |
| Dianne Neal Blixt     | 148,109,945 | 318,309       | 392,632     | 13,572,569       |
| Amy DiGeso            | 147,789,537 | 635,610       | 395,739     | 13,572,569       |
| Lon R. Greenberg      | 143,586,593 | 4,837,192     | 397,101     | 13,572,569       |
| Siri S. Marshall      | 147,514,958 | 908,421       | 397,507     | 13,572,569       |
| Jeffrey Noddle        | 147,527,449 | 900,175       | 393,262     | 13,572,569       |
| H. Jay Sarles         | 133,943,818 | 14,483,989    | 393,079     | 13,572,569       |
| Robert F. Sharpe, Jr. | 146,544,778 | 1,891,983     | 384,125     | 13,572,569       |
| William H. Turner     | 147,794,129 | 637,534       | 389,223     | 13,572,569       |

Item 2 Nonbinding Advisory Vote to Approve the Compensation of Named Executive Officers. The stockholders approved, on an advisory basis, the compensation of its named executive officers. The proposal received for votes from approximately 96 percent of the shares voted:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 142,815,860 | 5,359,993     | 645,033     | 13,572,569       |

Item 3 Ratification of the Audit Committee's Selection of the Company's Independent Registered Public Accountant for 2015. The stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015. The proposal received for votes from approximately 99 percent of the shares voted:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 160,839,268 | 921,760       | 632,427     |

**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.

AMERIPRISE FINANCIAL, INC.  
(Registrant)

Date: April 30, 2015

By

/s/ Thomas R. Moore  
Thomas R. Moore  
Vice President, Chief Governance Officer and  
Corporate Secretary