

First American Financial Corp  
Form 8-K  
May 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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 12, 2015**

**FIRST AMERICAN FINANCIAL CORPORATION**  
**(Exact Name of the Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**001-34580**  
**(Commission)**

**26-1911571**  
**(IRS Employer)**

**of Incorporation)**

**File Number)**

**Identification No.)**

**1 First American Way, Santa Ana, California**

**92707-5913**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (714) 250-3000**

**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:

- ..  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 stockholders of the Company was held on May 12, 2015. Results of the voting at the meeting are set forth below.

*Election of Class II Directors.* The names of the persons who were nominated to serve as Class II directors of the Company to serve for a three-year term are listed below, together with a tabulation of the results of the voting at the annual meeting with respect to each nominee. All Class II director nominees were elected.

<b>Name of Class I Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Dennis J. Gilmore	93,181,864	1,187,321	7,566,602
Virginia M. Ueberroth	88,992,289	5,376,896	7,566,602

*Advisory Vote on Executive Compensation.* At the meeting, the stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, with 92,606,565 votes for, 1,007,749 votes against, 754,871 votes abstaining and 7,566,602 broker non-votes.

*Ratification of Independent Public Accountants.* At the meeting, the stockholders of the Company also voted to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015, with 100,944,478 votes for, 294,927 votes against and 696,382 votes abstaining.

**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.

FIRST AMERICAN FINANCIAL CORPORATION

Date: May 14, 2015

By: /s/ KENNETH D. DEGIORGIO  
Name: Kenneth D. DeGiorgio  
Title: Executive Vice President

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