

HARTFORD FINANCIAL SERVICES GROUP INC/DE  
Form 8-K  
May 16, 2013

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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 15, 2013

The Hartford Financial Services Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-13958

13-3317783

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Hartford Plaza, Hartford, Connecticut

06155

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

860-547-5000

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:

- 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))

**Top of the Form****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On May 15, 2013, the board of directors (the Board) of The Hartford Financial Services Group, Inc. (the Company) elected Virginia P. Ruesterholz as a new director of the Board, effective immediately. Ms. Ruesterholz was appointed to serve on the Board's Audit Committee and Finance, Investment and Risk Management Committee (FIRMCo).

Ms. Ruesterholz does not have a direct or indirect interest in any transaction with the Company that would qualify as a related party transaction under Item 404(a) of Regulation S-K.

Ms. Ruesterholz will receive, as part of her compensation, \$2,500 for each Board meeting attended and, with the exception of FIRMCo, \$2,000 for each committee meeting attended. As compensation for her 2013-2014 Board service year, she will also receive an annual cash retainer of \$65,000, payable immediately, and a restricted stock award valued at \$150,000 that will be granted on the second trading day following the filing of the Company's Form 10-Q for the second quarter of 2013, based on the Company's closing stock price on the grant date. The award will fully vest on the last day of the 2013-2014 Board service year. The Company also will provide Ms. Ruesterholz with \$100,000 of Group Term Life and \$750,000 of Accidental Death and Dismemberment insurance and will reimburse her for all travel expenses incurred in connection with her Board service.

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

The Company held its annual meeting of shareholders on May 15, 2013. Shareholders voted as follows on the matters presented for a vote.

**1. The nominees for election to the Company's Board of Directors were elected to hold office until the 2014 annual meeting of shareholders and until their successors are duly elected and qualified, based upon the following votes:**

| Nominee                  | Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|--------------------------|-------------|---------------|-----------------|------------------|
| ROBERT B. ALLARDICE, III | 319,099,344 | 4,566,376     | 5,470,187       | 47,239,547       |
| TREVOR FETTER            | 319,071,116 | 5,420,677     | 4,644,114       | 47,239,547       |
| PAUL G. KIRK, JR.        | 293,685,166 | 30,785,082    | 4,665,659       | 47,239,547       |
| LIAM E. MCGEE            | 307,992,661 | 15,612,300    | 5,530,946       | 47,239,547       |
| KATHRYN A. MIKELLS       | 318,097,797 | 6,421,159     | 4,616,951       | 47,239,547       |
| MICHAEL G. MORRIS        | 304,222,038 | 20,322,372    | 4,591,497       | 47,239,547       |
| THOMAS A. RENYI          | 317,792,822 | 6,705,025     | 4,638,060       | 47,239,547       |
| CHARLES B. STRAUSS       | 309,900,778 | 14,616,462    | 4,618,667       | 47,239,547       |
| H. PATRICK SWYGERT       | 284,379,823 | 40,091,821    | 4,664,263       | 47,239,547       |

**2. The proposal to ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2013 was approved based on the following votes:**

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

|             |            |           |   |
|-------------|------------|-----------|---|
| 359,589,277 | 12,007,179 | 4,778,998 | 0 |
|-------------|------------|-----------|---|

**3. The proposal to consider and approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement was approved based on the following votes:**

| Votes For   | Votes Against | Votes Abstained | Broker<br>Non-Votes |
|-------------|---------------|-----------------|---------------------|
| 277,907,620 | 46,032,838    | 5,195,449       | 47,239,547          |

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**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.

The Hartford Financial Services Group, Inc.

*May 16, 2013*

By: *Donald C. Hunt*

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*Name: Donald C. Hunt*

*Title: Vice President and Corporate Secretary*