

AFLAC INC
Form 8-K
January 16, 2018

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 16, 2018

Aflac
Incorporated
(Exact name
of registrant
as specified
in its charter)

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| Georgia (State or other jurisdiction of incorporation) | 001-07434 (Commission File Number) | 58-1167100 (IRS Employer Identification No.) |
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|--|---------------------|
| 1932 Wynnton Road, Columbus, Georgia (Address of principal executive offices) 706.323.3431 (Registrant's telephone number, including area code) | 31999 (Zip 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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company "

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Item 7.01 Regulation FD Disclosure.

As referenced in the Company's press release dated Friday, January 12, 2018, a small group of independent sales contractors have made a number of false allegations about Aflac. As is common in such circumstances, the Company's Board of Directors established a special litigation committee (SLC) of independent Board members in July 2017 in order to investigate these allegations. The SLC, which was formed pursuant to Georgia statute, is represented by independent counsel. In the spirit of transparency, the Company is making public the first report issued by the SLC.

The first report of the SLC can be viewed on investors.aflac.com by clicking under "Corporate Governance" and "Special Litigation Committee."

Subsequent to completion of the initial report in September 2017, the derivative plaintiffs raised additional but related claims, and the SLC began to investigate the newly raised claims. The Company expects the SLC's second investigation will be concluded soon and will release the report before the filing of the Annual Report on Form 10-K prior to the end of February 2018.

FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" to encourage companies to provide prospective information, so long as those informational statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. We desire to take advantage of these provisions. This Current Report on Form 8-K contains cautionary statements identifying important factors that could cause actual results to differ materially from those projected herein, and in any other statements made by Company officials in communications with the financial community and contained in documents filed with the Securities and Exchange Commission (SEC).

Forward-looking statements are not based on historical information and relate to future operations, strategies, financial results or other developments. Furthermore, forward-looking information is subject to numerous assumptions, risks and uncertainties. In particular, statements containing words such as "expect," "anticipate," "believe," "goal," "objective," "may," "should," "estimate," "intends," "projects," "will," "assumes," or similar words generally qualify as forward-looking. Aflac undertakes no obligation to update such forward-looking statements. We caution readers that the following factors, in addition to other factors mentioned from time to time, could cause actual results to differ materially from those contemplated by the forward-looking statements: the scope and timing of the investigation being conducted by the Special Litigation Committee under the direction of the independent Board members directing the investigation; the inherent uncertainties of litigation; and other similar factors.

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.

Aflac Incorporated

January 16, 2018 /s/ June Howard

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