

CINCINNATI BELL INC  
Form 8-K  
May 05, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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, 2016

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CINCINNATI BELL INC.  
(Exact Name of Registrant as Specified in its Charter)

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Ohio                                      001-8519      31-1056105  
(State or other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      Identification No.)  
221 East Fourth Street  
Cincinnati, OH 45202  
(Address of Principal Executive Office)  
Registrant's telephone number, including area code: (513) 397-9900

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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 2016 Annual Meeting of Shareholders of the Company was held on April 29, 2016. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

Proposal 1

The shareholders elected the following nine Company nominees for director to serve a one-year term until the 2017 Annual Meeting of Shareholders and until their respective successors are elected and qualified. The voting results were as follows:

|                     | For         | Against   | Abstain | Broker Non-Votes |
|---------------------|-------------|-----------|---------|------------------|
| Phillip R. Cox      | 158,924,563 | 8,227,332 | 242,164 | 29,157,642       |
| John W. Eck         | 165,955,147 | 991,686   | 447,226 | 29,157,642       |
| Jakki L. Haussler   | 165,884,124 | 1,085,314 | 424,624 | 29,157,642       |
| Craig F. Maier      | 165,040,634 | 1,937,633 | 415,792 | 29,157,642       |
| Russel P. Mayer     | 166,105,236 | 866,256   | 422,567 | 29,157,642       |
| Lynn A. Wentworth   | 159,861,740 | 7,115,172 | 417,147 | 29,157,642       |
| Martin J. Yudkovitz | 165,576,101 | 1,238,334 | 579,624 | 29,157,642       |
| John M. Zrno        | 165,931,168 | 994,386   | 468,505 | 29,157,642       |
| Theodore H. Torbeck | 166,419,121 | 760,859   | 214,079 | 29,157,642       |

Proposal 2

The shareholders voted as follows to provide advisory approval of the Company's executive compensation:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 115,259,691 | 42,413,590 | 9,720,778 | 29,157,642       |

Proposal 3

The shareholders voted as follows to approve an amendment to the Cincinnati Bell Inc. 2007 Stock Option Plan for Non-Employee Directors:

| For         | Against    | Abstain   | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 152,449,586 | 13,766,557 | 1,177,916 | 29,157,642       |

Proposal 4

The shareholders voted as follows to re-approve the material terms of the performance goals under the Cincinnati Bell Inc. 2011 Short-Term Incentive Plan:

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 154,864,859 | 2,904,209 | 9,624,991 | 29,157,642       |

Proposal 5

The shareholders voted as follows to ratify the Audit and Finance Committee's appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 193,980,647 | 2,196,596 | 374,458 |

Item 8.01 Other Events.

At its April 29, 2016 meeting, the Board of Directors of the Company approved, and recommended for submission to a vote of its shareholders, a proposal that the shareholders (i) authorize the Board of Directors, in its discretion, to effect a 1-to-5 reverse stock split of its common shares (the "Reverse Stock Split") prior to December 31, 2016 and (ii) approve the amendment to the Company's Amended and Restated Articles of Incorporation effecting the Reverse Stock Split and reducing the total number of common shares that the Company is authorized to issue proportionately based on the ratio of the Reverse Stock Split.

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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.

CINCINNATI BELL INC.

Date: May 5, 2016 By: /s/ Christopher J. Wilson  
Christopher J. Wilson  
Vice President, General Counsel and Secretary