

PROGRESSIVE CORP/OH/
Form 8-K
May 16, 2014

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 16, 2014

THE PROGRESSIVE CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Ohio (State or other jurisdiction of incorporation or organization) | 1-9518 (Commission File Number) | 34-0963169 (I.R.S. Employer Identification No.) |
|---|--|---|

| | |
|--|---------------------|
| 6300 Wilson Mills Road, Mayfield Village, Ohio (Address of principal executive offices) | 44143 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (440) 461-5000

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 (see General Instruction A.2. below):

- .. 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.

(a) At the Annual Meeting of Shareholders held on May 16, 2014, 511,086,022 common shares were represented in person or by proxy.

(b) Proposal One - At the meeting, shareholders elected the seven directors named below. The votes cast with respect to each director were as follows:

| Director | Term Expires | For | Against | Abstain | Broker Non-Votes |
|---------------------------|--------------|-------------|------------|------------|------------------|
| Stuart B. Burgdoerfer | 2015 | 459,127,032 | 771,243 | 22,432,050 | 28,755,697 |
| Charles A. Davis | 2015 | 474,756,299 | 6,978,523 | 595,503 | 28,755,697 |
| Lawton W. Fitt | 2015 | 458,404,715 | 1,487,371 | 22,438,239 | 28,755,697 |
| Jeffrey D. Kelly | 2015 | 458,247,967 | 1,702,952 | 22,379,406 | 28,755,697 |
| Heidi G. Miller, Ph.D. | 2015 | 459,164,170 | 844,904 | 22,321,251 | 28,755,697 |
| Patrick H. Nettles, Ph.D. | 2015 | 455,351,600 | 4,582,814 | 22,395,911 | 28,755,697 |
| Glenn M. Renwick | 2015 | 467,623,150 | 12,862,329 | 1,844,846 | 28,755,697 |

The following are the directors whose terms continued after the meeting:

| Director | Term Expires |
|---------------------------|--------------|
| Roger N. Farah | 2015 |
| Stephen R. Hardis | 2015 |
| Bradley T. Sheares, Ph.D. | 2015 |

Also at the Annual Meeting, shareholders took the following actions:

Proposal Two - Approved our executive compensation program. This proposal received 475,011,282 affirmative votes and 5,615,885 negative votes. There were 1,703,158 abstentions and 28,755,697 broker non-votes with respect to this proposal.

Proposal Three - Ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2014. This proposal received 506,544,440 affirmative votes and 4,087,960 negative votes. There were 453,622 abstentions and no broker non-votes with respect to this proposal.

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.

Date: May 16, 2014

THE PROGRESSIVE CORPORATION

By: /s/ Jeffrey W. Basch
Name: Jeffrey W. Basch
Title: Vice President and
Chief Accounting Officer