

LOEWS CORP  
Form 8-K  
May 14, 2015

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 14, 2015 (May 12,  
2015)

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

Delaware  
(State or other jurisdiction  
of incorporation)

1-6541  
(Commission  
File Number)

13-2646102  
(I.R.S.  
Employer  
Identification  
No.)

667 Madison Avenue, New York, N.Y.  
(Address of principal executive offices)

10065-8087  
(Zip Code)

Registrant's telephone number, including area code:

(212) 521-2000

NOT APPLICABLE  
(Former name or former address, if changed since last report.)

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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 (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.

Set forth below is information relating to the 2015 Annual Meeting of Shareholders of the Registrant.

The Annual Meeting was called to order at 11:00 A.M., May 12, 2015. Represented at the meeting, in person or by proxy, were shares representing 346,534,867 votes, approximately 93.1% of the votes represented by issued and outstanding shares entitled to vote.

The following business was transacted:

## Election of Directors

Over 84.2% of the votes cast for directors were voted for the election of the following directors. The number of votes for, against and abstained and all shares as to which brokers indicated that they did not have the authority to vote (“Broker Non-Votes”) with respect to each director were as follows:

|                     | Votes For   | Votes Against | Votes Abstained | Broker Non-Votes |
|---------------------|-------------|---------------|-----------------|------------------|
| Lawrence S. Bacow   | 323,677,082 | 5,669,199     | 539,265         | 16,649,321       |
| Ann E. Berman       | 323,786,130 | 5,573,208     | 526,208         | 16,649,321       |
| Joseph L. Bower     | 321,143,588 | 8,360,873     | 381,085         | 16,649,321       |
| Charles D. Davidson | 324,114,836 | 5,388,010     | 382,700         | 16,649,321       |
| Charles M. Diker    | 322,541,783 | 6,959,964     | 383,799         | 16,649,321       |
| Jacob A. Frenkel    | 278,984,026 | 50,531,957    | 369,563         | 16,649,321       |
| Paul J. Fribourg    | 313,098,721 | 16,414,865    | 371,960         | 16,649,321       |
| Walter L. Harris    | 277,820,703 | 51,679,449    | 385,394         | 16,649,321       |
| Philip A. Laskawy   | 322,495,916 | 6,999,707     | 389,923         | 16,649,321       |
| Ken Miller          | 323,948,201 | 5,404,165     | 533,180         | 16,649,321       |
| Andrew H. Tisch     | 280,945,047 | 48,586,953    | 353,546         | 16,649,321       |
| James S. Tisch      | 319,082,986 | 10,465,893    | 336,667         | 16,649,321       |
| Jonathan M. Tisch   | 313,970,892 | 15,587,521    | 327,133         | 16,649,321       |
| Anthony Welters     | 322,488,048 | 6,873,555     | 523,943         | 16,649,321       |

## Advisory Vote on Executive Compensation

Approved – 290,063,039 votes, approximately 87.9% of the votes cast, voted, in an advisory vote, to approve the compensation of the executive officers of the Registrant named in its proxy statement dated March 30, 2015. 39,255,941 votes, approximately 11.9% of the votes cast, voted against, and shares representing 566,566 votes, approximately 0.2% of the votes cast, abstained. In addition, there were 16,649,321 Broker Non-Votes.

## Ratification of the Appointment of Independent Auditors

Approved – 345,202,341 votes, approximately 99.6% of the votes cast, voted to ratify the appointment of Deloitte & Touche, LLP as independent auditors for the Registrant. 933,007 votes, approximately 0.3% of the votes cast, voted against, and shares representing 399,519 votes, approximately 0.1% of the votes cast, abstained.



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.

LOEWS CORPORATION  
(Registrant)

Dated: May 14, 2015

By: /s/ Gary W. Garson  
Gary W. Garson  
Senior Vice President  
General Counsel  
and Secretary