

ERIE INDEMNITY CO

Form 8-K

April 17, 2014

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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):

April 15, 2014

ERIE INDEMNITY COMPANY

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction
of incorporation)

0-24000

(Commission
File Number)

25-0466020

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

100 Erie Insurance Place, Erie,
Pennsylvania

(Address of principal executive
offices)

16530

(Zip Code)

Registrant's telephone number, including area
code:

(814)870-2000

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))

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

(a) The 89th Annual Meeting of Shareholders (the "Annual Meeting") of Erie Indemnity Company (the "Company") was held on April 15, 2014. On the record date for the Annual Meeting, the Company had 2,542 shares of Class B common stock outstanding which had the exclusive right to vote on all matters presented for consideration at the meeting.

(b) At the Annual Meeting, shareholders of the Company re-elected 12 incumbent directors to serve on the Company's Board of Directors for a one-year term. The names of the elected directors and voting results appear below.

	For	Withheld
J. Ralph Borneman, Jr.	2,521	0
Terrence W. Cavanaugh	2,521	0
Jonathan Hirt Hagen	2,521	0
Susan Hirt Hagen	2,521	0
Thomas B. Hagen	2,521	0
C. Scott Hartz	2,521	0
Claude C. Lilly, III	2,521	0
Thomas W. Palmer	2,521	0
Martin P. Sheffield	2,521	0
Richard L. Stover	2,521	0
Elizabeth Hirt Vorsheck	2,521	0
Robert C. Wilburn	2,521	0

There were no abstentions or broker non-votes in connection with the election of directors.

At the Annual Meeting, the Company's shareholders also approved the continuation of the Annual Incentive Plan, as amended and restated, and the Long-Term Incentive Plan, as amended and restated, for the purpose of maintaining their qualification under Section 162(m) of the Internal Revenue Code of 1986, and approved, on an advisory basis, the compensation of the Company's named executive officers. Of the 2,521 votes cast, all of them were voted "for" the continuation of the Annual Incentive Plan, as amended and restated, "for" the continuation of the Long-Term Incentive Plan, as amended and restated, and "for" approval of the compensation of the Company's named executive officers. No votes were withheld and there were no abstentions or broker non-votes.

Item 8.01 Other Events.

At its meeting on April 15, 2014, the Board of Directors of Erie Indemnity Company approved the following quarterly dividend on shares of Erie Indemnity Company Class A common stock:

Class A Rate Per Share: \$0.635
 Dividend Number: 335
 Declaration Date: April 15, 2014
 Ex-Dividend Date: July 1, 2014
 Record Date: July 3, 2014
 Payable Date: July 18, 2014

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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.

Erie Indemnity Company

April 17, 2014

By: /s/ Sean J. McLaughlin

Name: Sean J. McLaughlin

Title: Executive Vice President, Secretary and
General Counsel