

CITIZENS FINANCIAL GROUP INC/RI
Form 8-K
April 26, 2019

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 25, 2019

CITIZENS FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36636
(Commission

File No.)

05-0412693
(IRS Employer

Identification No.)

One Citizens Plaza

Providence, RI
(Address of principal executive offices)

02903
(Zip code)

Registrant's telephone number, including area code: (401) 456-7000

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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

- (a) Citizens Financial Group, Inc. (the Company) held its annual meeting of stockholders on April 25, 2019.
- (b) The stockholders elected all of the Company's nominees for director for a one-year term expiring at the 2020 Annual Meeting of Stockholders; approved the advisory vote on executive compensation; and ratified the appointment of Deloitte & Touche LLP as the Company's registered independent public accounting firm for 2019.

1. Election of Directors:

| | Shares For | Shares Against | Shares Abstain | Non-Votes |
|-----------------------|-------------------|-----------------------|-----------------------|------------------|
| Mark Casady | 391,365,818 | 1,253,628 | 125,668 | 19,174,696 |
| Christine M. Cumming | 391,383,779 | 1,248,897 | 112,438 | 19,174,696 |
| William P. Hankowsky | 381,383,606 | 11,234,956 | 126,552 | 19,174,696 |
| Howard W. Hanna III | 387,156,080 | 5,468,941 | 120,093 | 19,174,696 |
| Leo I. Higdon | 390,239,731 | 2,376,175 | 129,208 | 19,174,696 |
| Edward J. Kelly III | 388,143,993 | 4,473,648 | 127,473 | 19,174,696 |
| Charles J. Koch | 378,421,272 | 14,199,147 | 124,695 | 19,174,696 |
| Terrance J. Lillis | 391,353,150 | 1,259,576 | 132,388 | 19,174,696 |
| Shivan S. Subramaniam | 367,424,011 | 25,197,066 | 124,037 | 19,174,696 |
| Bruce Van Saun | 374,026,218 | 15,970,504 | 2,748,392 | 19,174,696 |
| Wendy A. Watson | 391,368,831 | 1,258,688 | 117,595 | 19,174,696 |
| Marita Zuraitis | 391,379,694 | 1,242,005 | 123,415 | 19,174,696 |

2. Advisory Vote on Executive Compensation

| | |
|-----------|-------------|
| For | 370,465,131 |
| Against | 22,082,734 |
| Abstain | 197,249 |
| Non-Votes | 19,174,696 |

3. Ratification of Deloitte & Touche LLP as Registered Independent Public Accounting Firm for 2019:

| | |
|-----------|-------------|
| For | 404,012,624 |
| Against | 7,770,034 |
| Abstain | 137,152 |
| Non-Votes | 0 |

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.

CITIZENS FINANCIAL GROUP, INC.

By: /s/ Robin S. Elkowitz
Robin S. Elkowitz
Executive Vice President, Deputy General
Counsel and Secretary

Date: April 26, 2019