

AMERIPRISE FINANCIAL INC
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 24, 2019**

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32525
(Commission
File Number)

13-3180631
(IRS Employer
Identification No.)

55 Ameriprise Financial Center
Minneapolis, Minnesota
(Address of principal executive offices)

55474
(Zip Code)

Registrant's telephone number, including area code **(612) 671-3131**

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

The 2019 annual meeting of the stockholders of the Company was held on April 24, 2019. At the meeting, the holders of 120,518,569 shares of common stock, which represents approximately 89 percent of the 135,402,721 outstanding shares entitled to vote as of the February 28, 2019 record date, were represented in person or by proxy. Detailed voting results are set forth below.

Item 1 Election of the Eight Director Nominees Named Below. The stockholders elected each director nominee for a term of one year to expire at the 2020 annual meeting of stockholders or until their successors are elected and qualified. The voting results were as follows:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
James M. Cracchiolo	98,976,915	8,549,584	765,534	12,226,536
Dianne Neal Blixt	106,367,753	1,613,198	311,082	12,226,536
Amy DiGeso	106,523,766	1,627,081	141,186	12,226,536
Lon R. Greenberg	106,348,137	1,626,929	316,967	12,226,536
Jeffrey Noddle	102,136,271	6,017,685	138,077	12,226,536
Robert F. Sharpe, Jr.	99,929,011	8,221,370	141,652	12,226,536
W. Edward Walter III	107,426,276	553,806	311,951	12,226,536
Christopher J. Williams	107,786,754	196,867	308,412	12,226,536

Item 2 Nonbinding Advisory Vote to Approve the Compensation of Named Executive Officers. The stockholders did not approve, on an advisory basis, the compensation of its named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
35,294,700	68,895,521	4,101,812	12,226,536

Item 3 Ratification of Audit Committee's Selection of the Company's Independent Registered Public Accounting Firm for 2019. The stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2019.

Votes For	Votes Against	Abstentions
118,553,431	1,677,429	287,709

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.

AMERIPRISE FINANCIAL, INC.
(Registrant)

Date: April 26, 2019

By

/s/ Thomas R. Moore
Thomas R. Moore
Vice President, Chief Governance Officer and
Corporate Secretary