

FIRST ACCEPTANCE CORP /DE/  
Form 8-K  
May 15, 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 13, 2014**

**FIRST ACCEPTANCE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-12117**  
**(Commission)**

**75-1328153**  
**(IRS Employer)**

of incorporation)

File Number)

Identification No.)

3813 Green Hills Village Drive

Nashville, Tennessee  
(Address of principal executive offices)

37215  
(Zip Code)

Registrant's telephone number, including area code:

(615) 844-2800

(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))

## Section 5 Corporate Governance and Management

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

On May 13, 2014, the Company held its 2014 Annual Meeting of Stockholders in Nashville, Tennessee. At the 2014 Annual Meeting, stockholders were asked to vote on three proposals: the election of the nine director nominees named in the proxy statement; an advisory vote on executive compensation; and the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014. The voting results at the 2014 Annual Meeting were as follows:

*Proposal No. 1:* The following nine director nominees were elected to serve on the Company's Board of Directors until the next annual meeting of stockholders and until their successors are duly elected and qualified.

Name	For	Against	Withheld	Broker Non-Votes
Rhodes R. Bobbitt	34,116,898		372,091	4,756,397
Harvey B. Cash	33,999,683		489,306	4,756,397
Donald J. Edwards	34,107,034		381,955	4,756,397
Jeremy B. Ford	34,108,071		380,918	4,756,397
Mark A. Kelly	34,140,130		348,859	4,756,397
Tom C. Nichols	34,000,207		488,782	4,756,397
Lyndon L. Olson, Jr.	33,998,908		490,081	4,756,397
Kenneth D. Russell	34,015,201		473,788	4,756,397
William A. Shipp, Jr.	33,998,951		490,038	4,756,397

*Proposal No. 2:* The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers.

Broker			
For	Against	Abstain	Non-Votes
32,499,038	1,969,318	20,633	4,756,397

*Proposal No. 3:* The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014 was ratified.

Broker			
For	Against	Abstain	Non-Votes
39,217,319	25,789	2,278	



**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.

**First Acceptance Corporation,**

a Delaware corporation

Date: May 15, 2014

By: /s/ BRENT GAY

Name: Brent Gay

Title: Chief Financial Officer