

CINCINNATI BELL INC  
Form 8-K  
May 04, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 30, 2015

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CINCINNATI BELL INC.  
(Exact Name of Registrant as Specified in its Charter)

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|--|---|--|
| Ohio<br>(State or other jurisdiction<br>of incorporation)<br>221 East Fourth Street<br>Cincinnati, OH 45202<br>(Address of Principal Executive Office)<br>Registrant's telephone number, including area code: (513) 397-9900 | 001-8519<br>(Commission<br>File Number) | 31-1056105<br>(IRS Employer<br>Identification No.) |
|--|---|--|

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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:

- 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.

The 2015 Annual Meeting of Shareholders of the Company was held on April 30, 2015. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

Proposal 1

The shareholders elected the following eight Company nominees for director to serve a one-year term until the 2016 Annual Meeting of Shareholders and until their respective successors are elected and qualified. The voting results were as follows:

|                     | For         | Against   | Abstain | Broker Non-Votes |
|---------------------|-------------|-----------|---------|------------------|
| Phillip R. Cox      | 158,287,007 | 2,850,228 | 124,540 | 31,786,298       |
| John W. Eck         | 159,831,339 | 1,311,115 | 119,321 | 31,786,298       |
| Jakki L. Haussler   | 159,235,011 | 1,899,834 | 126,930 | 31,786,298       |
| Craig F. Maier      | 159,144,289 | 1,990,541 | 126,945 | 31,786,298       |
| Russel P. Mayer     | 159,828,083 | 1,308,249 | 125,443 | 31,786,298       |
| Lynn A. Wentworth   | 159,299,097 | 1,842,264 | 120,414 | 31,786,298       |
| John M. Zrno        | 159,738,883 | 1,398,365 | 124,527 | 31,786,298       |
| Theodore H. Torbeck | 159,418,296 | 1,720,882 | 122,657 | 31,786,298       |

Proposal 2

The shareholders voted as follows to provide advisory approval of the Company's executive compensation:

| For         | Against   | Abstain   | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 146,810,400 | 4,468,225 | 9,983,150 | 31,786,298       |

Proposal 3

The shareholders voted as follows to approve an amendment to the Cincinnati Bell Inc. 2007 Long Term Incentive Plan:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 147,851,053 | 12,977,175 | 433,457 | 31,786,298       |

Proposal 4

The shareholders ratified the Audit and Finance Committee's appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015. The voting results were as follows:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 191,590,446 | 1,149,763 | 307,864 |

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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.

CINCINNATI BELL INC.

Date: May 4, 2015

By: /s/ Christopher J. Wilson  
Christopher J. Wilson  
Vice President, General Counsel and Secretary