

AETNA INC /PA/
Form 8-K
May 22, 2013

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 22, 2013 (May 17, 2013)

Aetna Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Pennsylvania (State or other jurisdiction of incorporation) | 1-16095 (Commission File Number) | 23-2229683 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 151 Farmington Avenue, Hartford, CT (Address of principal executive offices) | 06156 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (860) 273-0123

Former name or former address, if changed since last report: N/A

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))

Section 5 - Corporate Governance and Management

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

Aetna Inc.'s ("Aetna's" or the "Company's") Annual Meeting of Shareholders was held on May 17, 2013. Shareholders voted on the matters set forth below.

1. Election of Director nominees. Each of the nominees listed below was elected as a Director of Aetna until the next Annual Meeting and until their successors are duly elected and qualified based on the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Fernando Aguirre | 267,744,800 | 1,041,568 | 952,848 | 18,554,917 |
| Mark T. Bertolini | 259,975,950 | 8,377,018 | 1,386,248 | 18,554,917 |
| Frank M. Clark | 267,607,658 | 1,193,647 | 937,911 | 18,554,917 |
| Betsy Z. Cohen | 264,231,949 | 4,679,275 | 827,992 | 18,554,917 |
| Molly J. Coye, M.D. | 249,516,567 | 19,394,253 | 828,396 | 18,554,917 |
| Roger N. Farah | 264,712,284 | 4,073,688 | 953,244 | 18,554,917 |
| Barbara Hackman Franklin | 260,377,227 | 8,540,468 | 821,521 | 18,554,917 |
| Jeffrey E. Garten | 264,218,376 | 4,665,791 | 855,049 | 18,554,917 |
| Ellen M. Hancock | 261,972,074 | 6,945,239 | 821,903 | 18,554,917 |
| Richard J. Harrington | 266,987,961 | 1,905,727 | 845,528 | 18,554,917 |
| Edward J. Ludwig | 267,817,518 | 989,442 | 932,256 | 18,554,917 |
| Joseph P. Newhouse | 262,306,169 | 6,488,344 | 944,703 | 18,554,917 |

2. The proposal to approve the appointment of KPMG LLP as the Company's and its subsidiaries' independent registered public accounting firm for 2013 was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 284,984,323 | 2,500,396 | 809,414 | None |

3. The proposal to approve the proposed amendment to the Amended Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under the Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 230,643,207 | 37,911,480 | 1,184,529 | 18,554,917 |

4. The proposal to approve the Company's executive compensation on a non-binding advisory basis was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 235,348,854 | 31,131,811 | 3,258,551 | 18,554,917 |

5. A shareholder proposal requesting that the Company's Board of Directors (the "Board") adopt a policy that the Chair of the Board be an independent director was not approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 89,290,160 | 179,134,008 | 1,315,048 | 18,554,917 |

6. A shareholder proposal requesting that the Board take the steps necessary to implement simple majority voting in each voting requirement in the Company's charter and bylaws was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 203,858,850 | 64,561,740 | 1,318,626 | 18,554,917 |

7. A shareholder proposal requesting that the Board amend the Company's political contributions policy to expand Board oversight over the Company's political expenditures was not approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,563,319 | 230,340,504 | 22,835,393 | 18,554,917 |

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.

Aetna Inc.

Date: May 22, 2013

By: /s/ Rajan Parmeswar
Name: Rajan Parmeswar
Title: Vice President, Controller and Chief Accounting Officer