

AMERICAN EXPRESS CO  
Form 8-K  
May 12, 2015

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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 11, 2015

AMERICAN EXPRESS COMPANY  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of incorporation or  
organization)

1-7657  
(Commission File  
Number)

13-4922250  
(IRS Employer Identification  
No.)

200 Vesey Street  
New York, New York 10285  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 640-2000

Not Applicable  
(Former name or former address, if changed since last report)

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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 (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))



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

(a) The annual meeting of the shareholders of American Express Company (the "Company") was held on May 11, 2015. A quorum was present at the meeting as required by the Company's By-laws. The matters that were voted upon at the meeting, and the number of votes cast for or against, as well as the number of abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

Abstentions and broker non-votes were counted for purposes of determining whether a quorum was present but were not counted as votes cast on any matter. For matters 2-8, the percentages for and against each matter reflect all of the votes cast.

(b)

## 1. Election of Directors.

|                     |             | VOTES      |             | BROKER     |
|---------------------|-------------|------------|-------------|------------|
|                     | VOTES FOR   | AGAINST    | ABSTENTIONS | NON-VOTES  |
| Charlene Barshefsky | 723,462,488 | 59,074,914 | 6,688,883   | 89,459,148 |
| Ursula M. Burns     | 767,368,566 | 15,182,944 | 6,674,775   | 89,459,148 |
| Kenneth I. Chenault | 759,219,840 | 22,261,529 | 7,744,916   | 89,459,148 |
| Peter Chernin       | 773,886,351 | 7,903,282  | 7,436,652   | 89,459,148 |
| Anne Lauvergeon     | 769,481,458 | 12,424,178 | 7,320,649   | 89,459,148 |
| Michael O. Leavitt  | 779,692,373 | 2,178,975  | 7,354,937   | 89,459,148 |
| Theodore J. Leonsis | 777,824,215 | 4,688,700  | 6,713,370   | 89,459,148 |
| Richard C. Levin    | 780,678,272 | 1,822,817  | 6,725,196   | 89,459,148 |
| Samuel J. Palmisano | 776,643,863 | 5,856,089  | 6,726,333   | 89,459,148 |
| Daniel L. Vasella   | 779,357,620 | 3,154,735  | 6,713,930   | 89,459,148 |
| Robert D. Walter    | 772,970,027 | 9,544,806  | 6,711,452   | 89,459,148 |
| Ronald A. Williams  | 774,653,721 | 7,847,298  | 6,725,266   | 89,459,148 |

All 12 of the Company's nominees for director received over a majority of votes cast.

2. Votes regarding ratification of appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015 were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 867,773,598 | 99.53% | 4,106,193     | 0.47%     | 6,805,642   | -0-              |

3. Votes regarding an advisory (non-binding) vote approving executive compensation were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 753,502,970 | 96.49% | 27,430,516    | 3.51%     | 8,292,799   | 89,459,148       |

4. Votes on a shareholder proposal relating to annual disclosure of EEO-1 data were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 180,866,867 | 24.68% | 551,878,634   | 75.32%    | 56,480,784  | 89,459,148       |

5. Votes on a shareholder proposal relating to report on privacy, data security and government requests were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 159,656,419 | 21.74% | 574,588,907   | 78.26%    | 54,980,959  | 89,459,148       |

6. Votes on a shareholder proposal relating to action by written consent were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 274,065,058 | 35.27% | 502,975,613   | 64.73%    | 12,185,614  | 89,459,148       |

7. Votes on a shareholder proposal relating to lobbying disclosure were as follows:

| VOTES FOR   | % FOR  | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-------------|--------|---------------|-----------|-------------|------------------|
| 159,932,787 | 21.55% | 582,104,993   | 78.45%    | 47,188,505  | 89,459,148       |

8. Votes on a shareholder proposal relating to independent board chairman were as follows:

| VOTES FOR | % FOR | VOTES AGAINST | % AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|-----------|-------|---------------|-----------|-------------|------------------|
|           |       |               |           |             |                  |

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|             |        |             |        |           |            |
|-------------|--------|-------------|--------|-----------|------------|
| 123,091,541 | 15.75% | 658,435,277 | 84.25% | 7,699,467 | 89,459,148 |
|-------------|--------|-------------|--------|-----------|------------|

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Item 8.01 Other Events

On May 12, 2015, the Company issued a press release announcing the authorization to repurchase up to 150 million shares of its common stock, from time to time, subject to market conditions and the Federal Reserve's non-objection of the Company's capital plans, and an increase to the quarterly dividend on its common stock from \$0.26 per share to \$0.29 per share. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release of American Express Company, dated May 12, 2015, announcing the authorization to repurchase up to 150 million shares of its common stock and an increase to the quarterly dividend.

SIGNATURE

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.

AMERICAN EXPRESS COMPANY  
(REGISTRANT)

By: /s/ Carol V. Schwartz  
Name: Carol V. Schwartz  
Title: Secretary

Date: May 12, 2015

EXHIBIT INDEX

Exhibit Description

- 99.1 Press release of American Express Company, dated May 12, 2015, announcing the authorization to repurchase up to 150 million shares of its common stock and an increase to the quarterly dividend.