

**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: May 5, 2018
(Date of earliest event reported)

CINCINNATI FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

0-4604
(Commission
File Number)

31-0746871
(I.R.S. Employer
Identification No.)

6200 S. Gilmore Road, Fairfield, Ohio
(Address of principal executive offices)

45014-5141
(Zip Code)

Registrant's telephone number, including area code: (513) 870-2000

N/A
(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:

- ☐ 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 240.13a-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 (§203.405 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**Item 7.01 Regulation FD Disclosure**

On May 7, 2018, Cincinnati Financial Corporation issued the attached news release “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings.” The news release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference. On May 7, 2018, Cincinnati Financial Corporation issued the attached news release “Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend.” The news release is furnished as Exhibit 99.2 hereto and is incorporated herein by reference.

Final voting results on matters properly brought before the annual meeting of shareholders held on May 5, 2018, are set forth below:

Total Outstanding Shares as of Record Date: 164,089,681
 Shares Represented at Meeting: 149,210,353

Proposal 1—Election of Directors

	For	Against	Abstain	Broker Nonvotes
William F. Bahl	117,343,903	11,590,830	237,072	20,038,548
Gregory T. Bier	127,132,102	1,802,977	236,728	20,038,546
Linda W. Clement-Holmes	127,636,044	1,297,676	238,086	20,038,547
Dirk J. Debbink	127,386,572	1,484,435	300,798	20,038,548
Steven J. Johnston	126,966,562	1,972,424	232,818	20,038,549
Kenneth C. Lichtendahl	119,313,876	9,583,224	274,703	20,038,550
W. Rodney McMullen	110,962,997	17,949,207	259,599	20,038,550
David P. Osborn	128,356,125	559,718	255,961	20,038,549
Gretchen W. Price	125,352,526	3,570,295	248,985	20,038,547
Thomas R. Schiff	126,314,540	2,687,262	170,004	20,038,547
Douglas S. Skidmore	125,662,765	3,235,380	273,662	20,038,546
Kenneth W. Stecher	126,666,722	2,334,837	170,246	20,038,548
John F. Steele, Jr.	126,319,036	2,588,650	264,120	20,038,547
Larry R. Webb	126,275,375	2,697,548	198,884	20,038,546

Proposal 2—Approve an amendment to the company's Code of Regulations to add proxy access provisions for director nominations

For	Against	Abstain	Broker Nonvotes
126,013,092	2,736,729	421,976	20,038,556

Proposal 3 —Approve the Cincinnati Financial Corporation Nonemployee Directors' Stock Plan of 2018

For	Against	Abstain	Broker Nonvotes
125,137,398	3,233,576	800,817	20,038,562

Proposal 4 —Approve Compensation for Named Executive Officers

For	Against	Abstain	Broker Nonvotes
123,861,738	4,355,151	954,907	20,038,557

Proposal 5—Ratify Selection of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2018

For	Against	Abstain
146,939,159	2,058,300	212,894

This report should not be deemed an admission as to the materiality of any information contained in the news release.

The information furnished in Item 7.01 of this report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

Exhibit 99.1– [News release dated May 7, 2018, titled “Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings”](#)

Exhibit 99.2– [News release dated May 7, 2018, titled “Cincinnati Financial Corporation Declares Regular Quarterly Cash 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.

CINCINNATI FINANCIAL CORPORATION

Date: May 9, 2018

/s/Lisa A. Love

Lisa A. Love, Esq.

Senior Vice President, General Counsel and Corporate Secretary



The Cincinnati Insurance Company » The Cincinnati Indemnity Company
The Cincinnati Casualty Company » The Cincinnati Specialty Underwriters Insurance Company
The Cincinnati Life Insurance Company » CFC Investment Company » CSU Producer Resources Inc.

Investor Contact: Dennis E. McDaniel, 513-870-2768
CINF-IR@cinfin.com

Media Contact: Betsy E. Ertel, 513-603-5323
Media_Inquiries@cinfin.com

Cincinnati Financial Corporation Holds Shareholders' and Directors' Meetings

Cincinnati, May 7, 2018 - Cincinnati Financial Corporation (Nasdaq: CINF) today announced that based on preliminary voting results at the company's annual meeting on May 5, 2018, shareholders elected all directors for one-year terms to the 14-member board. Shareholders also approved an amendment to the company's Code of Regulations to add proxy access provisions for director nominations; approved the Cincinnati Financial Corporation Nonemployee Directors' Stock Plan of 2018; approved a nonbinding resolution to approve the compensation for the company's named executive officers; and ratified the selection of Deloitte & Touche LLP as independent registered public accounting firm for 2018.

Kenneth W. Stecher, chairman of the board, commented: "We thank shareholders for their participation in the affairs of the company and for approving our proposals, our selection of Deloitte & Touche and our nominees to the board. We have a highly engaged group of directors with a variety of business backgrounds. Their skills complement each other as they work together to guide long-term strategic plans for Cincinnati Financial Corporation, supporting our efforts to create increasing value for shareholders."

Directors elected to the board for terms of one year are:

- William F. Bahl, CFA, CIC, chairman of Bahl & Gaynor Investment Counsel Inc. and the lead independent director of Cincinnati Financial Corporation
- Gregory T. Bier, CPA, managing partner (retired) of Deloitte LLP
- Linda W. Clement-Holmes, chief information officer (retired) of The Procter & Gamble Company
- Dirk J. Debbink, chairman and chief executive officer of MSI General Corporation
- Steven J. Johnston, FCAS, MAAA, CFA, CERA, president and chief executive officer of Cincinnati Financial Corporation
- Kenneth C. Lichtendahl, director of development and sales of Heliosphere Designs LLC
- W. Rodney McMullen, chairman and chief executive officer of The Kroger Co.
- David P. Osborn, CFA, president of Osborn Williams & Donohoe LLC
- Gretchen W. Price, executive vice president, chief financial and administrative officer of Arbonne International LLC
- Thomas R. Schiff, chairman and chief executive officer of John J. & Thomas R. Schiff & Co. Inc.
- Douglas S. Skidmore, chief executive officer of Skidmore Sales & Distributing Company Inc.
- Kenneth W. Stecher, chairman of the board of Cincinnati Financial Corporation
- John F. Steele, Jr., chairman and chief executive officer of Hilltop Basic Resources Inc.
- Larry R. Webb, CPCU, president of Webb Insurance Agency Inc.

The board also met on May 5 and announced committee service for the coming year, in line with the independence requirements of applicable law and the listing standards of Nasdaq:

- Audit - Gretchen W. Price (chairperson), William F. Bahl, Gregory T. Bier, Linda W. Clement-Holmes, Dirk J. Debbink, Kenneth C. Lichtendahl, David P. Osborn, Douglas S. Skidmore and John F. Steele, Jr.
- Compensation - W. Rodney McMullen (chairperson), William F. Bahl, Linda W. Clement-Holmes, Kenneth C. Lichtendahl, David P. Osborn and Gretchen W. Price
- Executive - Steven J. Johnston (chairperson), William F. Bahl, W. Rodney McMullen, Kenneth W. Stecher, John F. Steele, Jr. and Larry R. Webb
- Investment - Kenneth W. Stecher (chairperson), William F. Bahl, Gregory T. Bier, Steven J. Johnston, W. Rodney McMullen, David P. Osborn, Thomas R. Schiff and Larry R. Webb; Richard M. Burrige, CFA, continues to serve as committee adviser
- Nominating - William F. Bahl (chairman), Linda W. Clement-Holmes, Dirk J. Debbink, Gretchen W. Price and Douglas S. Skidmore

About Cincinnati Financial

Cincinnati Financial Corporation offers business, home and auto insurance, our main business, through The Cincinnati Insurance Company and its two standard market property casualty companies. The same local independent insurance agencies that market those policies may offer products of our other subsidiaries, including life and disability income insurance, fixed annuities and surplus lines property and casualty insurance. For additional information about the company, please visit cinfm.com.

Mailing Address:

P.O. Box 145496
Cincinnati, Ohio 45250-5496

Street Address:

6200 South Gilmore Road
Fairfield, Ohio 45014-5141

Safe Harbor

This is our "Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995. Our business is subject to certain risks and uncertainties that may cause actual results to differ materially from those suggested by the forward-looking statements in this report. Some of those risks and uncertainties are discussed in our 2017 Annual Report on Form 10-K, Item 1A, Risk Factors, Page 30.

Factors that could cause or contribute to such differences include, but are not limited to:

- Unusually high levels of catastrophe losses due to risk concentrations, changes in weather patterns, environmental events, terrorism incidents or other causes
- Increased frequency and/or severity of claims or development of claims that are unforeseen at the time of policy issuance
- Inadequate estimates, assumptions or reliance on third-party data used for critical accounting estimates
- Declines in overall stock market values negatively affecting the company's equity portfolio and book value
- Prolonged low interest rate environment or other factors that limit the company's ability to generate growth in investment income or interest rate fluctuations that result in declining values of fixed-maturity investments, including declines in accounts in which we hold bank-owned life insurance contract assets
- Domestic and global events resulting in capital market or credit market uncertainty, followed by prolonged periods of economic instability or recession, that lead to:
 - Significant or prolonged decline in the fair value of a particular security or group of securities and impairment of the asset(s)
 - Significant decline in investment income due to reduced or eliminated dividend payouts from a particular security or group of securities
 - Significant rise in losses from surety and director and officer policies written for financial institutions or other insured entities
- Recession or other economic conditions resulting in lower demand for insurance products or increased payment delinquencies
- Difficulties with technology or data security breaches, including cyberattacks, that could negatively affect our ability to conduct business and our relationships with agents, policyholders and others
- Disruption of the insurance market caused by technology innovations such as driverless cars that could decrease consumer demand for insurance products
- Delays, inadequate data developed internally or from third parties, or performance inadequacies from ongoing development and implementation of underwriting and pricing methods, including telematics and other usage-based insurance methods, or technology projects and enhancements expected to increase our pricing accuracy, underwriting profit and competitiveness
- Increased competition that could result in a significant reduction in the company's premium volume
- Changing consumer insurance-buying habits and consolidation of independent insurance agencies that could alter our competitive advantages
- Inability to obtain adequate ceded reinsurance on acceptable terms, amount of reinsurance coverage purchased, financial strength of reinsurers and the potential for nonpayment or delay in payment by reinsurers
- Inability to defer policy acquisition costs for any business segment if pricing and loss trends would lead management to conclude that segment could not achieve sustainable profitability

- Inability of our subsidiaries to pay dividends consistent with current or past levels
- Events or conditions that could weaken or harm the company's relationships with its independent agencies and hamper opportunities to add new agencies, resulting in limitations on the company's opportunities for growth, such as:
 - Downgrades of the company's financial strength ratings
 - Concerns that doing business with the company is too difficult
 - Perceptions that the company's level of service, particularly claims service, is no longer a distinguishing characteristic in the marketplace
 - Inability or unwillingness to nimbly develop and introduce coverage product updates and innovations that our competitors offer and consumers expect to find in the marketplace
- Actions of insurance departments, state attorneys general or other regulatory agencies, including a change to a federal system of regulation from a state-based system, that:
 - Impose new obligations on us that increase our expenses or change the assumptions underlying our critical accounting estimates
 - Place the insurance industry under greater regulatory scrutiny or result in new statutes, rules and regulations
 - Restrict our ability to exit or reduce writings of unprofitable coverages or lines of business
 - Add assessments for guaranty funds, other insurance-related assessments or mandatory reinsurance arrangements; or that impair our ability to recover such assessments through future surcharges or other rate changes
 - Increase our provision for federal income taxes due to changes in tax law
 - Increase our other expenses
 - Limit our ability to set fair, adequate and reasonable rates
 - Place us at a disadvantage in the marketplace
 - Restrict our ability to execute our business model, including the way we compensate agents
- Adverse outcomes from litigation or administrative proceedings
- Events or actions, including unauthorized intentional circumvention of controls, that reduce the company's future ability to maintain effective internal control over financial reporting under the Sarbanes-Oxley Act of 2002
- Unforeseen departure of certain executive officers or other key employees due to retirement, health or other causes that could interrupt progress toward important strategic goals or diminish the effectiveness of certain longstanding relationships with insurance agents and others
- Events, such as an epidemic, natural catastrophe or terrorism, that could hamper our ability to assemble our workforce at our headquarters location

Further, the company's insurance businesses are subject to the effects of changing social, global, economic and regulatory environments. Public and regulatory initiatives have included efforts to adversely influence and restrict premium rates, restrict the ability to cancel policies, impose underwriting standards and expand overall regulation. The company also is subject to public and regulatory initiatives that can affect the market value for its common stock, such as measures affecting corporate financial reporting and governance. The ultimate changes and eventual effects, if any, of these initiatives are uncertain.



The Cincinnati Insurance Company » The Cincinnati Indemnity Company
The Cincinnati Casualty Company » The Cincinnati Specialty Underwriters Insurance Company
The Cincinnati Life Insurance Company » CFC Investment Company » CSU Producer Resources Inc.

Investor Contact: Dennis E. McDaniel, 513-870-2768
CINF-IR@cinfin.com

Media Contact: Betsy E. Ertel, 513-603-5323
Media_Inquiries@cinfin.com

Cincinnati Financial Corporation Declares Regular Quarterly Cash Dividend

Cincinnati, May 7, 2018 - Cincinnati Financial Corporation (Nasdaq: CINF) announced that, at its regular meeting on May 5, 2018, the board of directors declared a 53-cents-per-share regular quarterly cash dividend. The dividend is payable July 16, 2018, to shareholders of record as of June 20, 2018.

Steven J. Johnston, president and chief executive officer, commented: "We keep a long-term view when managing our business and creating value for shareholders of Cincinnati Financial. The board of directors expressed confidence in our ability to continue profitably growing our insurance business while still returning capital to shareholders, primarily through dividends. The dividend just declared matches the one paid in April, keeping us on the path to reach 58 years of increasing annual cash dividends.

"We've also taken further capital management action by repurchasing an additional 800,000 shares of stock since our disclosure for the first quarter of 2018."

About Cincinnati Financial

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Factors that could cause or contribute to such differences include, but are not limited to:

- Unusually high levels of catastrophe losses due to risk concentrations, changes in weather patterns, environmental events, terrorism incidents or other causes
- Increased frequency and/or severity of claims or development of claims that are unforeseen at the time of policy issuance
- Inadequate estimates, assumptions or reliance on third-party data used for critical accounting estimates
- Declines in overall stock market values negatively affecting the company's equity portfolio and book value
- Prolonged low interest rate environment or other factors that limit the company's ability to generate growth in investment income or interest rate fluctuations that result in declining values of fixed-maturity investments, including declines in accounts in which we hold bank-owned life insurance contract assets
- Domestic and global events resulting in capital market or credit market uncertainty, followed by prolonged periods of economic instability or recession, that lead to:
 - Significant or prolonged decline in the fair value of a particular security or group of securities and impairment of the asset(s)

- Significant decline in investment income due to reduced or eliminated dividend payouts from a particular security or group of securities
- Significant rise in losses from surety and director and officer policies written for financial institutions or other insured entities
- Recession or other economic conditions resulting in lower demand for insurance products or increased payment delinquencies
- Difficulties with technology or data security breaches, including cyberattacks, that could negatively affect our ability to conduct business and our relationships with agents, policyholders and others
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- Increased competition that could result in a significant reduction in the company's premium volume
- Changing consumer insurance-buying habits and consolidation of independent insurance agencies that could alter our competitive advantages
- Inability to obtain adequate ceded reinsurance on acceptable terms, amount of reinsurance coverage purchased, financial strength of reinsurers and the potential for nonpayment or delay in payment by reinsurers
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- Inability of our subsidiaries to pay dividends consistent with current or past levels
- Events or conditions that could weaken or harm the company's relationships with its independent agencies and hamper opportunities to add new agencies, resulting in limitations on the company's opportunities for growth, such as:
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