

Discover Financial Services
Form 8-K
May 16, 2016

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 12, 2016

DISCOVER FINANCIAL SERVICES

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33378

Delaware
(State or other jurisdiction

of incorporation)

36-2517428
(IRS Employer

Identification No.)

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2500 Lake Cook Road, Riverwoods, Illinois 60015

(Address of principal executive offices, including zip code)

(224) 405-0900

(Registrant's telephone number, including area code)

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 240.13e-4(c))

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

Discover Financial Services (the Company) held its annual shareholders meeting on May 12, 2016. At the annual meeting, the Company's shareholders (i) elected each of the persons listed below to serve as a director of the Company for a term that will continue until the next annual meeting of shareholders or until his or her successor has been duly elected and qualified or the director's earlier resignation, death or removal, (ii) approved the advisory vote on the compensation of our named executive officers, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2016. The Company's independent inspector of elections reported the vote of the shareholders as follows:

Proposal 1: Election of Directors.

| Nominees | Votes FOR | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|----------------------|------------------|----------------------|----------------------|-------------------------|
| Jeffrey S. Aronin | 327,078,402 | 1,928,384 | 1,136,637 | 34,970,660 |
| Mary K. Bush | 313,337,835 | 15,791,705 | 1,013,883 | 34,970,660 |
| Gregory C. Case | 327,224,948 | 1,788,280 | 1,129,785 | 34,970,660 |
| Candace H. Duncan | 328,151,253 | 982,688 | 1,009,483 | 34,970,660 |
| Joseph F. Eazor | 309,395,350 | 19,712,185 | 1,035,888 | 34,970,660 |
| Cynthia A. Glassman | 328,024,183 | 1,107,784 | 1,011,045 | 34,970,660 |
| Richard H. Lenny | 313,291,039 | 15,724,444 | 1,127,940 | 34,970,660 |
| Thomas G. Maheras | 328,103,714 | 1,009,973 | 1,029,736 | 34,970,660 |
| Michael H. Moskow | 327,178,839 | 2,036,772 | 927,401 | 34,970,660 |
| David W. Nelms | 315,783,567 | 12,023,524 | 2,335,869 | 34,970,660 |
| Mark A. Thierer | 327,179,146 | 1,834,740 | 1,129,537 | 34,970,660 |
| Lawrence A. Weinbach | 280,701,131 | 48,510,049 | 931,832 | 34,970,660 |

Proposal 2: Advisory vote to approve the compensation of our named executive officers.

| Votes FOR | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|------------------|----------------------|----------------------|-------------------------|
| 306,972,394 | 21,713,264 | 1,457,338 | 34,970,660 |

Proposal 3: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm.

| Votes FOR | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|------------------|----------------------|----------------------|-------------------------|
| 359,832,266 | 4,190,697 | 1,091,121 | |

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.

DISCOVER FINANCIAL SERVICES

Dated: May 16, 2016

By: /s/ Jennifer Schott

Name: Jennifer Schott

Title: Vice President and Assistant General Counsel