

CINCINNATI FINANCIAL CORP
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to Section 240.14a-12

CINCINNATI FINANCIAL CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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2016 Annual Shareholder Meeting Notice and Proxy Statement March __, 2016 To the Shareholders of Cincinnati Financial Corporation: You are cordially invited to attend the Annual Meeting of Shareholders of Cincinnati Financial Corporation, which will take place at 9:30 a.m. ET on Saturday, April 30, 2016, at the Cincinnati Art Museum, located in Eden Park, Cincinnati, Ohio. The business to be conducted at the meeting includes: 1. Electing 15 directors for one-year terms; 2. Amending the company's Amended Articles of Incorporation to add majority voting standards for uncontested director elections; 3. Ratifying the selection of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2016; 4. Approving the Cincinnati Financial Corporation Stock Compensation Plan of 2016; 5. Voting on a nonbinding proposal to approve compensation for the company's named executive officers; and 6. Transacting such other business as may properly come before the meeting. Shareholders of record at the close of business on February 29, 2016, are entitled to vote at the meeting. Whether or not you plan to attend the meeting, please cast your vote as promptly as possible. We encourage convenient online voting, which saves your company significant postage and processing costs. If you prefer, you may submit your vote by telephone or by mail. Detailed voting instructions can be found in the Frequently Asked Questions section on Page 8 of this proxy statement. Thank you for your interest and participation in the affairs of the company. /S/ Lisa A. Love Lisa A. Love, Esq. Senior Vice President, General Counsel and Corporate Secretary This proxy statement, the Annual Report on Form 10-K, the Letter From the Chairman and the Chief Executive Officer and voting instructions were first made available to Cincinnati Financial Corporation shareholders on March __, 2016.

Table of Contents

<u>Proxy Summary</u>	3
<u>2016 Annual Meeting of Shareholders</u>	3
<u>Voting Matters and Board Recommendations</u>	3
<u>2015 Governance Highlights</u>	3
<u>Director Nominees</u>	4
<u>2015 Business Highlights</u>	5
<u>2015 Executive Compensation Highlights</u>	6
<u>Important Dates for the 2016 Annual Meeting of Shareholders</u>	7
<u>Frequently Asked Questions</u>	8
<u>Security Ownership of Principal Shareholders and Management</u>	10
<u>Section 16(A) Beneficial Ownership Reporting Compliance</u>	11
<u>Information About the Board of Directors</u>	12
<u>Proposal 1 – Election of Directors</u>	12
<u>Nominees for Director of Your Company</u>	12
<u>Governance of Your Company</u>	22
<u>2015 Governance Highlights</u>	22
<u>Governance Policies and Practices</u>	22
<u>Certain Relationships and Transactions</u>	25
<u>Proposal 2 – Approval of an Amendment to our Amended Articles of Incorporation to Implement a Majority Voting Standard in Uncontested Director Elections</u>	27
<u>Audit-Related Matters</u>	29
<u>Proposal 3 –Ratifying the Selection of the Independent Registered Public Accounting Firm</u>	29

<u>Report of the Audit Committee</u>	29
<u>Fees Billed by the Independent Registered Public Accounting Firm</u>	30
<u>Services Provided by the Independent Registered Public Accounting Firm</u>	30
<u>Compensation of Named Executive Officers and Directors</u>	32
<u>Proposal 4 – Approval of Cincinnati Financial Corporation 2016 Stock Compensation Plan</u>	32
<u>Report of the Compensation Committee</u>	39
<u>Compensation Committee Interlocks and Insider Participation</u>	39
<u>Compensation Discussion and Analysis</u>	39
<u>Conclusion</u>	66
<u>Shareholder Proposals for Next Year</u>	66
<u>Cost of Solicitation</u>	66
<u>Other Business</u>	66
<u>Appendix A</u>	67
<u>Appendix B</u>	70

Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. It does not contain all of the information that you should consider before voting. Please read the entire proxy statement, and for more complete information about the company's 2015 performance, please review the company's 2015 Annual Report on Form 10-K.

2016 Annual Meeting of Shareholders

Date and Time: April 30, 2016, 9:30 a.m. ET

Place: Cincinnati Art Museum, 953 Eden Park Drive, Cincinnati, Ohio 45202

Record Date: February 29, 2016

Meeting Webcast: cinfin.com/investors

Voting Matters and Board Recommendations

	Our Board's Recommendation
Election of Directors (Page 12)	FOR Each Director Nominee
Adopt Majority Voting Standard for Uncontested Director Elections (Page 27)	FOR
Ratification of Auditors (Page 29)	FOR
Approve Cincinnati Financial Corporation 2016 Stock Compensation Plan (Page 32)	FOR
Advisory Vote to Approve Executive Compensation (Page 38)	FOR

2015 Governance Highlights

In 2015, the company continued to follow its strong governance policies and practices to benefit shareholders. Highlights included:

· Forbes has again ranked Cincinnati Financial Corporation, operating through The Cincinnati Insurance Companies, among America's 50 Most Trustworthy Financial Companies in 2015. This marks the fifth consecutive time Forbes

has recognized Cincinnati Financial for trustworthiness. ©2015, Forbes Media LLC. Used With Permission.

To reinforce our commitment to accountability and strong corporate governance practices, our board of directors is recommending that shareholders vote to approve an amendment to our Amended Articles of Incorporation to implement a majority voting standard for uncontested director elections.

Cybersecurity is a growing threat for all companies. Accordingly, the audit committee increased its understanding of the company's cybersecurity risk by engaging third-party experts to test and audit the company's cybersecurity program structure and capabilities. At the committee's invitation, the entire board attended the final presentation and received the final report.

Succession planning at all levels is important to the long-term success of the company. In 2015, the board continued its practice of attending meetings of the subsidiary boards during which more than a dozen executives provide reports. These meetings provide the directors with opportunities to become familiar with this level of management, assess their development over time and gain in-depth knowledge about the company's operating businesses. In 2015, the board also discussed potential management succession candidates with the chief executive officer at one of its regular meetings.

Director Nominees

The following table provides summary information about each director nominee. Complete information about each director's background and experience begins on Page 13. Each director stands for election annually.

Name	Age	Primary Occupation	Independent	Committee Memberships	Other Public Company Boards
William F. Bahl*	64	Chairman, Bahl & Gaynor Investment Counsel Inc.	√	A, C, E, I, N (Chair)	0
Gregory T. Bier	69	Managing Partner (Retired), Deloitte LLP	√	A, C, I	1
Linda W. Clement-Holmes	53	Chief Information Officer, The Procter & Gamble Company	√	A, N	0
Dirk J. Debbink	60	Chairman and Chief Executive Officer, MSI General Corporation	√	A, C	0
Steven J. Johnston	56	President and Chief Executive Officer, Cincinnati Financial Corporation		E (Chair), I	0
Kenneth C. Lichtendahl	67	Director of Development and Sales, Heliosphere Designs LLC	√	A, N	0
W. Rodney McMullen	55	Chairman and Chief Executive Officer, The Kroger Co.	√	C (Chair), E, I	2
David P. Osborn	55	President, Osborn Rohs Williams & Donohoe LLC	√	A, I	0
Gretchen W. Price	61	Executive Vice President, Chief Financial and Administrative Officer, Arbonne International LLC	√	A (Chair), C, N	0
John J. Schiff, Jr.	72	Former Chairman and Chief Executive Officer, Cincinnati Financial Corporation		I	0
Thomas R. Schiff	68	Chairman and Chief Executive Officer, John J. & Thomas R. Schiff & Co. Inc.		I	0
Douglas S. Skidmore	53	Chief Executive Officer, Skidmore Sales & Distributing Company Inc.	√	A, N	0
Kenneth W. Stecher	69	Chairman of the Board, Cincinnati Financial Corporation		E, I (Chair)	0
John F. Steele, Jr.	62	Chairman and Chief Executive Officer, Hilltop Basic Resources Inc.	√	A, E	0
Larry R. Webb	60	President, Webb Insurance Agency Inc.		E, I	0

*Lead Independent Director

A Audit Committee

C Compensation Committee

E Executive Committee

I Investment Committee

N Nominating Committee

2015 Business Highlights

In 2015, the company delivered strong operating results and acceptable short-term financial performance in a volatile investment environment. Highlights included:

A combined ratio of 91.1 percent, the fourth consecutive year of underwriting profit. In 2015, our efforts to further segment our renewal and new business opportunities with better pricing precision and risk-selection decisions continued to improve underwriting performance. More favorable weather in 2015 also benefitted underwriting profits.

· A 21 percent increase in net income to \$634 million.

A 5 percent increase in consolidated property casualty net written premiums, including 1 percent from our new reinsurance assumed operations. The increase in premiums also reflects other growth initiatives, modest average price increases and a higher level of insured exposures.

· Less than a 1 percent full-year increase in fair value of invested assets at December 31, 2015, including a 3 percent decrease for the stock portfolio and a 2 percent increase for the bond portfolio.

· A 4 percent increase in pretax investment income, net of expenses, reflecting a 9 percent increase in equity portfolio dividends and a 3 percent growth in interest income.

· A decrease of less than a dollar in book value at December 31, 2015, to \$39.20 per share compared with book value of \$40.14 per share at December 31, 2014.

· A value creation ratio (VCR) of 3.4 percent, below our announced goal of producing an annual average VCR of 10 percent to 13 percent for the five-year period from 2013 to 2017. A volatile equities market offset the strong operating results and lowered our VCR. Our VCR exceeded the VCR of four of the 10 companies in our peer group.

· At December 31, 2015, our one-year total shareholder return of 19.0 percent exceeded that measure for six of the 10 companies in the peer group and our cumulative three-year total shareholder return of 69.07 percent exceeded that measure for four of the 10 companies in our peer group.

· A 31 percent increase to \$2.30 per share in cash dividends declared, including a special cash dividend of \$0.46 per share declared in the fourth quarter of 2015.

For our shareholders, these efforts supported an increase of our regular annual cash dividend for the 55th consecutive year and payment of a special cash dividend of \$0.46 per share in the fourth quarter of 2015. Through the cash dividends paid and share repurchases, we returned \$419 million to shareholders in 2015, and \$1.033 billion during the three years ended December 31, 2015.

2015 Executive Compensation Highlights

As discussed in Compensation Discussion and Analysis beginning on Page 39, we seek to align the interests of our named executive officers with the interests of our shareholders. The compensation committee endeavors to ensure that overall compensation paid to our executive officers is appropriate and in line with our overall compensation objective to attract, motivate, reward, develop and retain the executive talent required to achieve the company's business objectives, with the ultimate goal of increasing shareholder value.

Set forth below is the 2015 compensation for each named executive officer as determined under Securities and Exchange Commission (SEC) rules. See the notes accompanying the Summary Compensation Table (SCT) on Page 55 for more information.

Name and Principal Position	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Nonequity Incentive Plan Compen- sation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total Compensation (\$)
Steven J. Johnston Chief Executive Officer & President	941,975-		665,213	151,834	283,662	-	121,300	2,163,984
Jacob F. Scherer, Jr. Chief Insurance Officer	863,477-		410,863	90,465	169,015	721,831	13,842	2,269,493
Michael J. Sewell Chief Financial Officer	769,279-		365,735	80,599	150,577	-	86,508	1,452,698
Martin F. Hollenbeck Chief Investment Officer	633,539-		301,914	66,437	124,122	-	71,004	1,197,016
Charles P. Stoneburner II Senior Vice President	633,539-		301,914	66,437	124,122	607,422	9,175	1,742,609

Generally, the Committee expects that when the company's performance adds or preserves more value for shareholders than its peers, compensation of the named executive officers, including the chief executive officer, will be higher than when the company's performance lags its peers. The following graph illustrates the directional relationships between

company performance, based on the two performance metrics used in our performance-based awards, and the compensation of our chief executive officer for the three years ending 2015.

CEO Pay for Performance

CEO Pay for Performance	2013	2014	2015
SCT Total Compensation	\$ 3,501,957	\$2,623,807	\$2,163,984
Realized Compensation ⁽¹⁾	\$ 2,971,137	\$2,434,715	\$1,936,016
1-Year VCR	16.1%	12.6%	3.4%
3-Year Total Shareholder Return ⁽²⁾	88.6%	90.6%	69.1%

Realized compensation is the sum of salary and annual incentive cash compensation reported in the Summary Compensation Table for the year plus the value realized from the exercise of stock options and vesting of time-vesting or performance-based restricted stock units, if any, reported in the Option Exercises and Stock Vested table for the year.

(1) 3-Year Total Shareholder Return is total shareholder return for the 3-year performance period ending December 31 of a given year, as calculated by and displayed on Bloomberg LP.

Important Dates for the 2017 Annual Meeting of Shareholders

Shareholder proposals submitted for inclusion in our 2017 proxy statement pursuant to SEC Rule 14a-8 must be received by us by November 18, 2016.

Notice of shareholder proposals to be raised from the floor of the 2017 Annual Meeting of Shareholders outside of SEC Rule 14a-8 must be received by us between January 21, 2017, and March 1, 2017.

More information about submitting shareholder proposals for the 2017 Annual Meeting of Shareholders begins on Page 66.

Frequently Asked Questions

Why are these materials important?

The board of directors of Cincinnati Financial Corporation is soliciting your vote for the 2016 Annual Meeting of Shareholders. Shareholders of record at the close of business on February 29, 2016, may vote. You have one vote for each share of common stock you owned on that date. There were _____ outstanding shares of common stock as of the close of business on February 29, 2016. A majority of the outstanding shares, or _____ shares, must be represented to hold the meeting. This constitutes a quorum.

How do I vote?

You may vote by proxy, whether or not you attend the meeting. Even if you plan to attend the annual meeting, we ask that you vote your shares in one of the ways listed below. Attending the meeting does not constitute a revocation of a previously submitted vote.

A Notice Regarding the Availability of Proxy Materials will be provided to you by mail in late March or early April, unless you previously requested for these materials to be delivered to you in paper or by email. The Notice includes instructions for viewing our year-end 2015 financial materials and proxy statement online and for voting via the Internet, by telephone or by mail, along with the required Control Number (the Control Number is unique to each account). The Notice also includes instructions on how to request paper materials.

Shareholders who previously requested paper or email delivery of all materials will receive the 2015 Annual Report on Form 10-K, the Annual Letter From the Chairman and the Chief Executive Officer and the 2016 Shareholder Meeting Notice and Proxy Statement as requested in late March or early April.

If you are a **Shareholder of Record** who owns shares directly in your name, you may vote your shares in one of the following ways:

• **By telephone or over the Internet.** You may vote your shares by calling 1-888-693-8683 or via the Internet at www.voteFAST.com no later than 11:59 p.m. EDT on April 29, 2016. If you vote by telephone or via the Internet, you do not need to return a proxy card by mail. Voting by telephone or on the Internet is convenient, reduces the use of natural resources and saves significant postage and processing costs. Your vote is also recorded immediately and

there is no risk that postal delays could cause your vote to arrive late and therefore not be counted.

By Mail. If you received printed proxy materials, you may submit your vote by completing, signing and dating each proxy card received and returning it in the prepaid envelope. Sign your name exactly as it appears on the proxy card. Be sure to return your proxy card in time to be received and counted before the Annual Meeting.

In person at the Annual Meeting. You may vote your shares in person at the Annual Meeting. Even if you plan to attend the Annual Meeting in person, we recommend that you also submit your proxy card or voting instructions, vote by telephone or via the Internet by the applicable deadline so that your vote will be counted if you later decide not to attend the meeting.

If you are a **Beneficial Shareholder** who owns shares indirectly through a bank, broker or other nominee, you should follow the instructions in the Notice or voting instructions that you receive from the broker or other nominee holding your shares. Beneficial Shareholders include company associates who hold shares in the Cincinnati Financial Corporation Savings Plan. The availability of telephone and Internet voting will depend on the voting process of your broker or nominee. Shares held beneficially may be voted in person at the Annual Meeting only if you obtain a legal proxy from your broker or nominee giving you the right to vote the shares.

How do I locate my Control Number?

If you receive our information in the mail, the Control Number is on the Notice or proxy card that also indicates your name and the number of shares you own. If you receive our information electronically, the Control Number is in the text of the email. If you are a Shareholder of Record, you may also obtain your Control Number by calling 1-877-777-2857. If you are a Beneficial Shareholder, your bank, broker or other nominee can provide your Control Number.

Can I obtain another proxy card so I can vote by mail?

If you are a Shareholder of Record, you may obtain another proxy card by calling 1-877-777-2857. If you are a Beneficial Shareholder, your bank, broker or other nominee can supply another voting instruction form.

Can my shares be voted if I don't return my proxy or voting instructions and don't attend the annual meeting?

If you are a Shareholder of Record, the answer is no. If you are a Beneficial Shareholder and you do not direct your nominee as to how to vote your shares, applicable rules provide that the nominee generally may vote your shares on any of the routine matters scheduled to come before the meeting. The proposal to ratify the selection of the independent registered public accounting firm is believed to be the only routine matter scheduled to come before this year's annual meeting. If your nominee indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular matter, these shares (called broker nonvotes) are counted as present in determining whether we have a quorum but have no effect on the votes required to elect directors, to amend the company's Amended Articles of Incorporation to add majority voting standards for uncontested director elections, to approve the Cincinnati Financial Corporation Stock Compensation Plan of 2016, or to approve compensation for our named executive officers.

Can I change my vote or revoke my proxy?

Yes. Simply cast a new vote by Internet or telephone or send in a new signed proxy card with a later date. If you are a Shareholder of Record, you may send a written notice of revocation to the corporate secretary of the company. If you hold shares directly in your name and attend the annual meeting, you also may choose to vote in person. At the meeting, you can request a ballot and direct that your previously submitted proxy not be used.

How are the votes counted?

Votes cast by proxy are tabulated prior to the meeting by the holders of the proxies. Inspectors of election appointed at the meeting count the votes and announce the preliminary results at the meeting. The proxy agent reserves the right not to vote any proxies that are altered in a manner not intended by the instructions contained in the proxy. The company publicly discloses the final voting results in a Form 8-K filing after the vote count is certified, usually within a week of the meeting.

Could other matters be decided at the meeting?

We do not know of any matters to be considered at the annual meeting other than the election of directors and the proposals described in this proxy statement. For any other matters that do properly come before the meeting, your shares will be voted at the discretion of the proxy holder.

Can I listen to the meeting if I cannot attend in person?

The meeting is open to all interested parties. You can also listen to a live webcast of the meeting if you are unable to attend. Instructions are available on the Investors page of *cinfin.com* approximately two weeks before the meeting. An audio replay is available on the website within two hours after the close of the meeting.

How can I obtain a 2015 Annual Report?

You can obtain our 2015 Annual Report on Form 10-K as filed with the SEC at no cost in several ways. You may view, search or print the document online from *cinfin.com/investors* or *www.viewproxy.com/cinfin/2016*. You may ask that a copy be mailed to you by contacting the corporate secretary of Cincinnati Financial Corporation. Or, you may request it directly from Shareholder Services. Please see the Investor Contacts page of *cinfin.com/investors* for details. These contacts are also listed at the end of this proxy statement.

Security Ownership of Principal Shareholders and Management

Under Section 13(d) of the Securities Exchange Act of 1934 (Exchange Act), a beneficial owner of a security is any person who directly or indirectly has or shares voting power or investment authority over such security. A beneficial owner under this definition need not enjoy the economic benefit of such securities. The following are the only shareholders known to the company who are deemed to be beneficial owners of at least 5 percent of our common stock as of February 29, 2016.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Footnote Beneficial Ownership	Percent Reference of Class
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