
Section 1: 8-K (8-K)

**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) **April 24, 2019**

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32525
(Commission
File Number)

13-3180631
(IRS Employer
Identification No.)

55 Ameriprise Financial Center
Minneapolis, Minnesota
(Address of principal executive offices)

55474
(Zip Code)

Registrant's telephone number, including area code **(612) 671-3131**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 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.

The 2019 annual meeting of the stockholders of the Company was held on April 24, 2019. At the meeting, the holders of 120,518,569 shares of common stock, which represents approximately 89 percent of the 135,402,721 outstanding shares entitled to vote as of the February 28, 2019 record date, were represented in person or by proxy. Detailed voting results are set forth below.

Item 1 — Election of the Eight Director Nominees Named Below. The stockholders elected each director nominee for a term of one year to expire at the 2020 annual meeting of stockholders or until their successors are elected and qualified. The voting results were as follows:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|------------------|----------------------|--------------------|-------------------------|
| James M. Cracchiolo | 98,976,915 | 8,549,584 | 765,534 | 12,226,536 |
| Dianne Neal Blixt | 106,367,753 | 1,613,198 | 311,082 | 12,226,536 |
| Amy DiGeso | 106,523,766 | 1,627,081 | 141,186 | 12,226,536 |
| Lon R. Greenberg | 106,348,137 | 1,626,929 | 316,967 | 12,226,536 |
| Jeffrey Noddle | 102,136,271 | 6,017,685 | 138,077 | 12,226,536 |
| Robert F. Sharpe, Jr. | 99,929,011 | 8,221,370 | 141,652 | 12,226,536 |
| W. Edward Walter III | 107,426,276 | 553,806 | 311,951 | 12,226,536 |
| Christopher J. Williams | 107,786,754 | 196,867 | 308,412 | 12,226,536 |

Item 2 — Nonbinding Advisory Vote to Approve the Compensation of Named Executive Officers. The stockholders did not approve, on an advisory basis, the compensation of its named executive officers.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 35,294,700 | 68,895,521 | 4,101,812 | 12,226,536 |

Item 3 — Ratification of Audit Committee’s Selection of the Company’s Independent Registered Public Accounting Firm for 2019. The stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for 2019.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 118,553,431 | 1,677,429 | 287,709 |

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.

AMERIPRISE FINANCIAL, INC.

(Registrant)

Date: April 26, 2019

By /s/ Thomas R. Moore

Thomas R. Moore

Vice President, Chief Governance Officer and Corporate Secretary

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