

Discover Financial Services  
Form 8-K  
April 19, 2013

**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 17, 2013

**DISCOVER FINANCIAL SERVICES**

(Exact name of registrant as specified in its charter)

Commission File Number: 001-33378

Delaware

36-2517428

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(State or other jurisdiction

(IRS Employer

of incorporation)

Identification No.)

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 ( Company ) held its annual shareholders meeting on April 17, 2013. 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 named executive officer compensation, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm.

The Company's independent inspector of elections reported the vote of the shareholders as follows:

**Proposal 1: Election of Directors.**

| Nominees             | Votes       |            |               | Broker Non-Votes |
|----------------------|-------------|------------|---------------|------------------|
|                      | Votes FOR   | AGAINST    | Votes ABSTAIN |                  |
| Jeffrey S. Aronin    | 380,055,652 | 7,850,127  | 1,235,883     | 39,031,063       |
| Mary K. Bush         | 381,351,037 | 6,444,653  | 1,345,971     | 39,031,064       |
| Gregory C. Case      | 379,845,630 | 8,051,907  | 1,244,126     | 39,031,063       |
| Cynthia A. Glassman  | 387,220,247 | 713,911    | 1,207,278     | 39,031,064       |
| Richard H. Lenny     | 380,188,374 | 7,725,376  | 1,227,912     | 39,031,063       |
| Thomas G. Maheras    | 387,113,760 | 784,032    | 1,243,870     | 39,031,063       |
| Michael H. Moskow    | 386,822,520 | 1,078,944  | 1,240,169     | 39,031,063       |
| David W. Nelms       | 374,656,526 | 11,668,871 | 2,816,265     | 39,031,063       |
| E. Follin Smith      | 387,009,650 | 788,983    | 1,343,030     | 39,031,063       |
| Mark A. Thierer      | 386,476,448 | 1,424,409  | 1,240,805     | 39,031,063       |
| Lawrence A. Weinbach | 383,489,886 | 4,414,987  | 1,236,789     | 39,031,063       |

**Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation.**

| Votes FOR   | Votes AGAINST | Votes ABSTAIN | Broker Non-Votes |
|-------------|---------------|---------------|------------------|
| 370,987,211 | 15,736,711    | 2,416,933     | 39,031,870       |

**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 |
|-------------|---------------|---------------|------------------|
| 418,872,266 | 7,869,979     | 1,242,710     | 187,771          |

**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: April 19, 2013

By: /s/ Simon B. Halfin  
Name: Simon B. Halfin  
Title: Vice President, Assistant General Counsel  
  
and Assistant Secretary