

TORCHMARK CORP
Form 8-K
May 18, 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 17, 2016 (May 12, 2016)

TORCHMARK CORPORATION

(Exact name of registrant as specified in its charter)
DELAWARE 001-08052 63-0780404
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File No.) ID No.)
3700 South Stonebridge Drive, McKinney, Texas 75070
(Address of principal executive offices)
Registrant's telephone number, including area code: (972) 569-4000
None
(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))
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Item 1.01 Entry into a Material Definitive Agreement.

On May 17, 2016, Torchmark Corporation (Torchmark) and its subsidiary TMK Re Ltd. (TMK Re) entered into the Second Amended and Restated Credit Agreement dated as of May 17, 2016, among Wells Fargo Bank, National Association (Wells Fargo), as Administrative Agent, Swing Line Lender, and L/C Administrator, each Lender from time to time a party thereto, Torchmark, as the Borrower, and TMK Re, LTD, as a Loan Party (the Second Restated Credit Agreement). The Second Restated Credit Agreement amends and restates that Amended and Restated Credit Agreement dated as of July 16, 2014, among Torchmark Corporation, as Borrower, TMK Re, Ltd., as a Loan Party, Wells Fargo Bank, National Association, as Administrative Agent, Swing Line Lender and L/C Administrator and the other lenders listed therein, which was scheduled to mature on July 16, 2019.

The Second Restated Credit Agreement extends the maturity date of the existing \$750 million credit facility to May 17, 2021. Pursuant to this amended and restated facility, the participating lenders have agreed to make revolving loans to Torchmark and to issue, up to a \$250 million sublimit, either secured or unsecured letters of credit for either Torchmark or TMK Re, in the form of several letters of credit or fronted letters of credit. Under the facility, Wells Fargo, in its capacity as Swing Line Lender has also agreed to make same day advances to Torchmark in the form of swing line loans up to a \$35 million sublimit. The facility has also been increased to provide for the making of a single term loan to Torchmark up to \$100 million. The foregoing description of the Second Restated Credit Agreement is qualified in its entirety by reference to the Second Restated Credit Agreement, which is attached to this Form 8-K as Exhibit 10.1 and which is incorporated by reference herein.

Torchmark and its subsidiaries from time to time have had, and may continue to have, various commercial, lending or other relationships with certain of the banks that are a party to the Second Restated Credit Agreement and their affiliates.

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

(a) Annual Meeting of Shareholders held May 12, 2016

(b) Proposal I - Election of Directors for One Year Terms

	For	Against	Abstain	Broker Non-Vote
Charles E. Adair	87,867,598	1,173,937	126,000	13,784,063
Marilyn A. Alexander	88,796,165	221,215	150,155	13,784,063
David L. Boren	87,974,408	1,122,005	71,122	13,784,063
Jane M. Buchan	88,761,789	297,760	107,986	13,784,063
Gary L. Coleman	87,467,326	1,497,627	202,582	13,784,063
Larry M. Hutchison	87,472,714	1,491,288	203,533	13,784,063
Robert W. Ingram	88,766,329	280,182	121,024	13,784,063
Lloyd W. Newton	88,354,578	639,301	173,656	13,784,063
Darren M. Rebelez	88,389,186	667,004	111,345	13,784,063
Lamar C. Smith	87,758,352	1,251,564	157,619	13,784,063
Paul J. Zucconi	88,031,344	1,006,393	129,798	13,784,063

Proposal II -

	For	Against	Abstain	Broker Non-Vote
Ratification of Deloitte & Touche LLP as Independent Auditor for 2016	102,106,290	728,120	117,188	0

Proposal III -

	For	Against	Abstain	Broker Non-Vote
Advisory Approval of 2015 Executive Compensation (Annual "Say-on-Pay")	85,023,139	3,743,356	400,869	13,784,234

(c) Not applicable.

(d) Torchmark will include a shareholder vote on the compensation of executives in its proxy materials each year until the next required vote in 2017 on the frequency with which shareholders will vote on the compensation of executives as disclosed in proxy statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Second Amended and Restated Credit Agreement dated as of May 17, 2016, among Wells Fargo Bank, National Association, the Lenders party hereto, Torchmark Corporation and TMK RE, LTD.

10.2 Torchmark Corporation Savings and Investment Plan 2016 Amendment Number One.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TORCHMARK
CORPORATION

Date: May 17, 2016

/s/ Carol A.
McCoy
Carol A. McCoy,
Vice President,
Associate Counsel
and
Corporate
Secretary