

INDEPENDENCE HOLDING CO  
Form 8-K  
June 15, 2011

**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): **June 9, 2011**

**Independence Holding Company**

(Exact name of registrant as specified in its charter)

|  |  |   |
|--|--|---|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>001-32244</b><br>(Commission File Number) | <b>58-1407235</b><br>(I.R.S. Employer<br>Identification Number) |
|--|--|---|

**96 Cummings Point Road**

**Stamford, CT 06902**

(Address of principal executive offices, including zip code)

**(203) 358-8000**

(Registrant's telephone number, including area code)

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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.**

The Annual Meeting of Stockholders of Independence Holding Company (the Company) was held on June 9, 2011. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

*Proposal One Election of Directors*

The stockholders of the Company elected each of the following director nominees proposed by the Company's Board of Directors to serve until the next annual meeting of stockholders of the Company. The voting results for each director nominee is set forth below.

| <b>Name</b>                | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------|-----------------|-------------------------|
| Mr. Larry R. Graber        | 10,580,581 | 1,542,454       | 2,317,007               |
| Mr. Allan C. Kirkman       | 11,908,964 | 214,071         | 2,317,007               |
| Mr. David T. Kettig        | 10,490,163 | 1,632,872       | 2,317,007               |
| Mr. Steven B. Lapin        | 10,580,581 | 1,542,454       | 2,317,007               |
| Mr. John L. Lahey          | 12,030,582 | 92,453          | 2,317,007               |
| Mr. James G. Tatum, C.F.A. | 11,908,619 | 214,416         | 2,317,007               |
| Mr. Roy T. K. Thung        | 10,489,898 | 1,633,137       | 2,317,007               |

*Proposal Two Ratification of Appointment of Independent Auditors*

The stockholders of the Company ratified the appointment of KPMG LLP as the Company's independent auditor for the fiscal year ended December 31, 2011. The voting results for the appointment of KPMG LLP is set forth below.

| <b>For</b> | <b>Against</b> | <b>Abstention</b> | <b>Broker Non-Votes</b> |
|------------|----------------|-------------------|-------------------------|
|------------|----------------|-------------------|-------------------------|

|            |        |       |   |
|------------|--------|-------|---|
| 14,400,349 | 36,398 | 3,295 | 0 |
|------------|--------|-------|---|

*Proposal Three Executive Officer Compensation*

The stockholders of the Company ratified, on a non-binding advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statement. The voting results are set forth below.

| <b>For</b> | <b>Against</b> | <b>Abstention</b> | <b>Broker Non-Votes</b> |
|------------|----------------|-------------------|-------------------------|
| 11,333,408 | 166,084        | 623,543           | 2,317,007               |

*Proposal Four Frequency of Advisory Vote on Executive Officer Compensation*

The stockholders of the Company ratified, on a non-binding advisory basis, that the non-binding advisory vote regarding the compensation of the Company's named executive officers be taken every three years. The voting results are set forth below:

| <b>Every Three Years</b> | <b>Every Two Years</b> | <b>Every Year</b> | <b>Abstention</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------------|-------------------|-------------------|-------------------------|
| 9,116,717                | 11,614                 | 2,398,184         | 596,520           | 2,317,007               |

**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.

**INDEPENDENCE HOLDING COMPANY**

Date: June 15, 2011

By: */s/ Adam C. Vandervoort*  
Name: Adam C. Vandervoort  
Title: Vice President, Secretary,  
General Counsel



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