

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO  
Form 8-K  
June 14, 2011

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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

AMERICAN EQUITY  
INVESTMENT LIFE HOLDING COMPANY  
(Exact Name of Registrant as Specified in its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Iowa  | 001-31911                | 42-1447959                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 6000 Westown Parkway, West Des Moines, Iowa | 50266      |
| (Address of Principal Executive Offices)    | (Zip Code) |

(515) 221-0002  
(Registrant's telephone number, including area code)

Not Applicable  
(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 5.07 Submission of Matters to a Vote of Security Holders

American Equity Investment Life Holding Company (“Company”) held its Annual Meeting of Shareholders on June 9, 2011. At the Annual Meeting, shareholders considered and voted upon seven proposals: (1) to elect a total of six directors to one-, two-, and three-year terms; (2) to consider and vote upon the 2011 Director Stock Option Plan; (3) to approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of the Company's common stock, \$1 par value per share (“Common Stock”) from 125,000,000 shares to 200,000,000 shares; (4) to approve the issuance of Common Stock in certain circumstances upon conversion of the Company's 3.50% Convertible Senior Notes Due 2015 and upon exercise of related warrants in excess of the New York Stock Exchange limits for share issuances without shareholder approval; (5) to consider and vote upon the ratification of KPMG LLP as the Company's independent registered public accounting firm for 2011; (6) to conduct an advisory vote on executive compensation; and (7) to conduct an advisory vote on the frequency of holding future advisory votes on executive compensation.

The final results of the voting on each proposal were as follows:

## 1. Election of Directors

| Nominee             | For        | Withheld  | Broker<br>Non-Votes |
|---------------------|------------|-----------|---------------------|
| Joyce A. Chapman    | 49,042,872 | 1,629,327 | 4,669,124           |
| James M. Gerlach    | 48,100,765 | 2,571,434 | 4,669,124           |
| Robert L. Howe      | 48,941,858 | 1,730,341 | 4,669,124           |
| Debra J. Richardson | 48,096,548 | 2,575,651 | 4,669,124           |
| Gerard D. Neugent   | 44,280,036 | 6,392,163 | 4,669,124           |
| David S. Mulcahy    | 49,773,922 | 898,277   | 4,669,124           |

Ms. Chapman, Mr. Gerlach, Mr. Howe and Ms. Richardson were elected to serve for a term expiring at the 2014 Annual Meeting of Shareholders or until their successors are elected and qualified. Mr. Neugent was elected to serve for a term expiring at the 2013 Annual Meeting of Shareholders or until his successor is elected and qualified. Mr. Mulcahy was elected to serve for a term expiring at the 2012 Annual Meeting of Shareholders or until his successor is elected and qualified.

## 2. Approval of Company's 2011 Director Stock Option Plan

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 49,214,938 | 1,413,074 | 44,187  | 4,669,124        |

The Company's 2011 Director Stock Option Plan was approved.

## 3. Approval of an Amendment to the Company's Articles of Incorporation to Increase the Number of Authorized Shares of Common Stock from 125,000,000 Shares to 200,000,000 Shares

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 50,570,877 | 4,728,481 | 41,955  | 10               |

The amendment to the Company's Articles of Incorporation was approved.

4. Approval of the Issuance of Common Stock in Certain Circumstances upon Conversion of the Company's 3.50% Convertible Senior Notes Due 2015 and upon Exercise of Related Warrants in Excess of the New York Stock Exchange Limits for Share Issuances Without Shareholder Approval

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 24,867,835 | 25,740,482 | 63,882  | 4,669,124        |

The issuance of Common Stock in certain circumstances upon conversion of the Company's 3.50% Convertible Senior Notes due 2015 and upon exercise of related warrants in excess of the New York Stock Exchange limits for share issuances without shareholder approval was not approved.

5. Ratification of Appointment of Independent Registered Public Accounting Firm

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 55,252,607 | 71,524  | 17,192  | —                |

The appointment of KPMG LLP as the Company's independent auditor for the 2011 fiscal year was ratified.

6. Advisory Vote on Compensation of Named Executive Officers

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 48,949,175 | 1,641,703 | 81,321  | 4,669,124        |

The shareholders approved, on an advisory basis, the compensation of the named executive officers.

7. Advisory Votes on the Frequency of Future Advisory Votes on Executive Compensation

| 1 Year     | 2 Years | 3 Years   | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 46,749,734 | 442,034 | 3,367,556 | 112,875 | 4,669,124        |

The shareholders voted, on an advisory basis, to hold future advisory votes on executive compensation annually. Based on this result and consistent with the Board of Directors' previous recommendation, the Company will hold its advisory vote on the compensation of its named executive officers annually until the next required vote on the frequency of shareholder votes on executive compensation unless changed by further action of the Board of Directors.

SIGNATURES

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

Date: June 14, 2011

AMERICAN EQUITY  
INVESTMENT LIFE HOLDING COMPANY

By: /s/ John M. Matovina  
Name: John M. Matovina  
Title: Chief Financial Officer and Treasurer