

ERIE INDEMNITY CO  
Form 8-K  
April 22, 2015  
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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): April 21, 2015

ERIE INDEMNITY COMPANY  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Pennsylvania<br>(State or other jurisdiction<br>of incorporation) | 0-24000<br>(Commission<br>File Number) | 25-0466020<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

|  |                     |
|--|---------------------|
| 100 Erie Insurance Place, Erie,<br>Pennsylvania<br>(Address of principal executive<br>offices) | 16530<br>(Zip Code) |
|--|---------------------|

|  |               |
|--|---------------|
| Registrant's telephone number, including area<br>code: | (814)870-2000 |
|--|---------------|

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.

(a) The 90th Annual Meeting of Shareholders (the “Annual Meeting”) of Erie Indemnity Company (the “Company”) was held on April 21, 2015. On the record date for the Annual Meeting, the Company had 2,542 shares of Class B common stock outstanding which had the exclusive right to vote on all matters presented for consideration at the meeting.

(b) At the Annual Meeting, shareholders of the Company re-elected 12 incumbent directors to serve on the Company's Board of Directors for a one-year term. The names of the elected directors and voting results appear below.

|                         | For   | Abstain |
|-------------------------|-------|---------|
| J. Ralph Borneman, Jr.  | 2,540 | 2       |
| Terrence W. Cavanaugh   | 2,540 | 2       |
| Jonathan Hirt Hagen     | 2,540 | 2       |
| Susan Hirt Hagen        | 2,540 | 2       |
| Thomas B. Hagen         | 2,540 | 2       |
| C. Scott Hartz          | 2,540 | 2       |
| Claude C. Lilly, III    | 2,540 | 2       |
| Thomas W. Palmer        | 2,540 | 2       |
| Martin P. Sheffield     | 2,540 | 2       |
| Richard L. Stover       | 2,540 | 2       |
| Elizabeth Hirt Vorsheck | 2,540 | 2       |
| Robert C. Wilburn       | 2,540 | 2       |

Item 8.01 Other Events.

At its meeting on April 21, 2015, the Company's Board of Directors approved the following quarterly dividend on shares of Erie Indemnity Company Class A common stock:

Dividend Number: 339  
 Class A Rate Per Share: \$0.681  
 Declaration Date: April 21, 2015  
 Ex-Dividend Date: July 2, 2015  
 Record Date: July 7, 2015  
 Payable Date: July 21, 2015

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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.

Erie Indemnity Company

April 22, 2015

By: /s/ Sean J. McLaughlin

Name: Sean J. McLaughlin

Title: Executive Vice President, Secretary and  
General Counsel