

**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 9, 2024 (May 6, 2024)

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Aflac Incorporated

(Exact name of registrant as specified in its charter)

Georgia	001-07434	58-1167100
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1932 Wynnton Road	Columbus Georgia	31999
(Address of principal executive offices)		(Zip Code)
706.323.3431		

(Registrant's telephone number, including area code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.10 Par Value	AFL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of the Shareholders of Aflac Incorporated (the "Company") was held on May 6, 2024. Matters submitted to the shareholders and voted upon at the meeting, which are more fully described in the Company's Proxy Statement, are as follows:

- (1) Election of 10 members to the board of directors;
- (2) Approval of a non-binding advisory proposal on compensation of the Company's named executive officers as described in the Proxy Statement; and
- (3) Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2024.

The shareholders approved proposals (1), (2) and (3).

The total number of shares of the Company's Common Stock entitled to vote at the meeting was 575,408,110, of which 91,187,460 directly registered shares were entitled to ten votes per share and 46,191,885 shares held in "street" or "nominee" name exercised ten votes per share. The total number of voting rights represented at the meeting was 1,811,822,215.

The shares owned by J&A Alliance Trust (the "Trust") represented, in aggregate, 20% of the total voting power of the Company's Common Stock. The Shareholders' Agreement, entered into on February 28, 2019, by the Company, Japan Post Holdings Co., Ltd., J&A Alliance Holdings Corporation, solely in its capacity as trustee of the Trust, and General Incorporated Association J&A Alliance, provides voting restrictions that require the Trust to vote (i) all shares representing voting rights in excess of 20% of the voting rights in the Company and (ii) all of its shares in connection with a change in control transaction, in each case, in a manner proportionally equal to votes of shares not beneficially owned by the Trust. For more information about the forgoing, please see the Company's Proxy Statement.

The following is a summary of the votes cast, as well as the number of abstention and broker non-votes, as to each proposal, including a separate tabulation with respect to each nominee for director.

VOTES				
	For	Against	Abstentions	Broker Non-Votes
(1) Election of 10 members to the board of directors:				
Daniel P. Amos	1,357,787,312	26,623,962	4,611,266	84,878,383
W. Paul Bowers	1,373,615,402	13,827,826	1,579,312	84,878,383
Arthur R. Collins	1,382,163,858	5,189,419	1,669,263	84,878,383
Miwako Hosoda	1,384,138,009	3,514,012	1,370,519	84,878,383
Thomas J. Kenny	1,384,279,214	3,068,240	1,675,086	84,878,383
Georgette D. Kiser	1,366,287,674	21,116,904	1,617,962	84,878,383
Karole F. Lloyd	1,381,893,306	5,803,151	1,326,083	84,878,383
Nobuchika Mori	1,383,298,524	4,122,746	1,601,270	84,878,383
Joseph L. Moskowitz	1,369,842,342	17,527,215	1,652,983	84,878,383
Katherine T. Rohrer	1,365,795,595	21,629,346	1,597,599	84,878,383
(2) Non-binding advisory proposal on executive compensation				
	1,334,880,494	49,689,770	4,452,276	84,878,383
(3) Ratification of appointment of KPMG LLP as independent registered public accounting firm of the Company for the year ending December 31, 2024				
	1,433,001,691	39,149,079	1,750,153	0

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.

Aflac Incorporated

May 9, 2024

/s/ Robin L. Blackmon

(Robin L. Blackmon)

Senior Vice President, Financial Services
Chief Accounting Officer