

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 18, 2018

Ambac Financial Group, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State of incorporation)

1-10777

(Commission
file number)

13-3621676

(I.R.S. employer
identification no.)

One State Street Plaza, New York, New York 10004

(Address of principal executive offices) (Zip Code)

(212) 658-7470

(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

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 Stockholders of Ambac Financial Group, Inc. (the “Company”) was held on May 18, 2018. Represented at the meeting were 37,513,346 shares, or approximately 83%, of the Company’s 45,332,214 shares of common stock outstanding and entitled to vote at the meeting. Set forth below are the final voting results for the actions taken by the stockholders at the meeting.

1. The Company’s stockholders elected the seven (7) director nominees named below to a term expiring at the 2019 annual meeting or until their successors are elected and qualified, with each receiving the following votes:

| Name | Number of Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|----------------------------|-----------------------|-------------------------|
| Alexander D. Greene | 27,366,966 | 1,209,638 | 8,936,742 |
| Ian D. Haft | 27,404,276 | 1,172,328 | 8,936,742 |
| David Herzog | 27,472,719 | 1,103,885 | 8,936,742 |
| Claude LeBlanc | 28,363,330 | 213,274 | 8,936,742 |
| C. James Prieur | 27,336,634 | 1,239,970 | 8,936,742 |
| Jeffrey S. Stein | 27,322,233 | 1,254,371 | 8,936,742 |
| Joan Lamm-Tennant | 27,496,332 | 1,080,272 | 8,936,742 |

2. The Company’s stockholders approved, by advisory (non-binding vote), the compensation of our named executive officers, as disclosed in the Company’s 2018 Proxy Statement, with the following vote:

| Number of Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------------|----------------------|--------------------|-------------------------|
| 24,748,196 | 2,572,284 | 1,256,124 | 8,936,742 |

3. The Company’s stockholders ratified the selection of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018 with the following vote:

| Number of Votes For | Votes Against | Abstentions |
|----------------------------|----------------------|--------------------|
| 37,188,762 | 282,472 | 42,112 |

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 thereunto duly authorized.

Ambac Financial Group, Inc.
(Registrant)

Dated: May 18, 2018

By: /s/ William J. White
First Vice President, Secretary, and Assistant General Counsel