

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

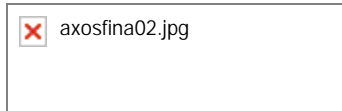
Washington, D.C. 20549

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): October 25, 2018



AXOS FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-51201

(Commission File Number)

33-0867444

(IRS Employer Identification
No.)

4350 La Jolla Village Drive, Suite 140, San Diego, CA

(Address of principal executive offices)

92122

(Zip Code)

Registrant's telephone number, including area code: **(858) 350-6200**

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 (see General Instruction A.2. below):

- 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 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.

Axos Financial, Inc. (the “Company”) held its annual meeting of stockholders on October 25, 2018. Proxy statements were sent to all of the Company’s common stockholders of record as of August 31, 2018. Set forth below are the official vote tabulations for each of the matters submitted to a vote of the stockholders.

The first proposal was the election of the following Class II directors: Uzair Dada, Gregory Garrabrants and Paul J. Grinberg.

	<u>For</u>	<u>Withheld</u>	<u>Non-Votes</u>
Uzair Dada	37,599,154	1,107,005	17,116,694
Gregory Garrabrants	37,598,425	1,107,734	17,116,694
Paul J. Grinberg	22,147,209	16,558,950	17,116,694

The second proposal was the approval, in a non-binding and advisory vote, the compensation of the Company’s Named Executive Officers as disclosed in the Company’s proxy statement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
20,034,932	18,497,212	174,015	17,116,694

The third proposal was the ratification of the appointment of BDO USA, LLP as the Company’s independent accountants for fiscal year 2019.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
55,608,420	81,381	133,052	0

[6:*8##J M""D22-/H"OY;? \ @E1_P4%U;_ @G=^U;I/B@7%]+X,U9TTI[Q7ID!#?+63"F MA""#- Q\|,C:Q*M'O5)7S_41H6NV/BG0/[4],O+74=-U&! +JTN[659H+J%U# M)]&ZDJR.I# DSS\$5-G.6_5*WN_#;|5|OR/LOQGMZ?O?SM_\ ,M4445XY MZ 5B_ \$GX@Z5)?)AUK_BK7:@VFA^&=-N- 6U<(&7,-O!\$TLK[1DG"(QP.3BMJO MD?) X+M>,-2#?) !|XP7NDW&61#[:.VP MU+VM6-/^9I?>S.M4Y*+0>]DC5B MR6L??"PVZ\$^7% \$L<2YVYVQKGFN!HKZE_X(H_ "K2?C_-P5)^#VBZTDDEC#JLVK M[#8#?-86D]]"&R#E3+;QAAW7([U^IU)1H47)+2*V\DCX>\$75J*/63_ ,2G_@ MD3_P;Z^_G@;0?B3<|<B;Q9JUHMY:>\$M3M2-/T-9 K(+N!P#-A)KA\|'C'E@O^"%%%. /V) MOCJG@#Q|?|G:UIN)(9HB7M-3MF)\$=U;2\$#S (7VG!P&4JR.J.CHO);UY4|Z\XKT_R+QF60K>#27YGD\&Y_ -CQA|2?V@|]^/VL6W]C_#_ M_&RW0TI|J)O,27KORVY^ASC(Q# SEFF.5.D8B4.1*8?WJF3_-M)%TVWL[. MWAM+.TC6&"&".1QPQJ %15"J IP *FKS|QQ[76]K+3HEV1U8/"QH4^2/ MS"BBBNSZ@HHH _*G_@Z0_#D^_!/"OP8TFZ@%Y0+C^U]=198VECTZTD M1H(VC9"RK=-!76164@V#K|P=@/PMK[&_X+T_ YOC[_P4^(30W)E|I/@UX?" MM@KQA>LOV1 +F(8K@7K79R>3N], ?-!IF3X94,)/5ZOU?_ #XS,*WM* MGT6B^1^W_!L[_P3TL_C9]5]^./BFSAO- ""^=ZMAX>MIHHIHK6+&KSL"Q M93:QO"Z9CP9+B-T<- 17[M5Y#P^/S3^Q|^QM\,OANL50%>>&=BCU+R)WG MADU"7,] ZZ.^&*/^HJHR<9*4=T*45)6>Q_(7^T5)!?7[M+OQR|4?#WQ7;BWU PGJSEA;SD6*?:T\$<.,OE28Y,9.>>2I)(SEE;T:B MN',LMPV/PTL)BXJ4) *S3_-FMTUJF=F!QU?!UXXG#2Y91V?];]1]5U/SE|2> & M[[P?KMUIFVLEG?6;^7-#(.5/7Z\$\$\$S9!!!!(-5;6ZDL;F.:&22&:%@PD ^)O? [PXR%]FK|V[2[EL+J.>"22&:%Q)')&Q M5HV|R""00>B:U)#XBA3|W)P|JZBH'+#L).2HZ|]QD M+^L>'?B(L8HY7F|HK|/FO(O M=?9)-O8 [JZCLK:2:2.&&%2|DCL%5% R22> .]?)A_P7\$ _X+@R?M%W.J?"# MX0ZH|7P_A9K;7M>MG*MXE8#00L.19@|%A_KO^N?^L_ :P#: ^! ^A_M*_!7Q M-X"|"2?V@NA>*K"33[PV-T|K<*CCJDB|]'#@X(*L,JRLI93_E_P%)_ |@FYX MT_X)N_&U_#VOJ^J>+&J4+S>'?\$416WU>! 2,@CGRYTRHDB)4D\$%D9&;^BN* M.'G6|_0^=*]_P'""=? P3K:K_#V MUDU2WE|=:-J5S)!Y=O<6NGQ+NMYE!!<- />6TJJ05#6P;@JM=F7X?V^A)2> MS>OIN_P.?%509493[(_#3Q9XKU+QWXJU+7:-OKK5-8UF[EOKZ|N9#)-SRN7 MDE=CRS,S%B3U)->F? L*?LCZQ^W^U/X3^&NCR/:?V]=9O[X1>8NFV48,EQ<\$ M< E8U;:*AW*)D%A7D=?M=_P:F?LSV=C|OBI|8;J.&34M2OE|(Z:2CK+;P0 MI%=71!SM9)GEMITRIM#SR17Z|F>^*JX:52.^R|7M|VY|C@Z'MJR@|NI^JWP@ M^\$?ASX" #0_!OA'2K?1#? ANT2RT^R@R5AC4=V8EG=CEF=B6=F9F)8DGI** M*_);2;=V?;)*R"BBBD 4444 %%%% !7|V<_#P!.FU_8_ |VFK?QWX3 MTY;+P#4'FNEM|= \G2=47#7, ZJB2|A-&N0/FF1\$5(A7|HU?* __6C_9BM M?VJ|^"6 3VX/|M!. "0!7JY/ MC7A|3%_9>C^? ^IPYAAU6HM=5JC^7^OZ/&^#;|JL7|H;|A^;P+JUY=-^ (OA' M=II>96EDD;2YP|EB6=OE^39<0*B'Y(|6/@ C|]|?H9_P;.:?6?X9? !|Z' MPJQU":Q^)&@WNEF"*X^V|=Q;I|NCN)(^CE8|:XC4XROVEL\$ MG|/|<JV#EW MCJOEO^%SYW*ZSIXA=GI| _P#P3^ARBOS<^P"OD7_@O%X6U#QA_P2.^+|II= MG-?7,-KI|)|<0RRP6^IVEQ/) NI%%(Y) AKZZK#^)OP|TKXO_#;Q!X3UZ!KK M0_% &F7.D:C"LCIM-;7\$312J&7!4E'89'R,UMAJOLJT:G|K3^YF=:GSTY0|IH_M_CSKZ_X)&?M!Z'^RY_P4<^%?C3Q)(L&A6612V%|VLUE| HD9N!" M%|H\$CG^ZC=Z|U_-Q_9|0?L?>M%+^/AOXF5|[6]*WQMC-'CR|R%)(+A.3A9 M87CD /S. P# @>=U^J3C"O2+U [=3L***||Z@HHHH *** M* "BBB@ HHHH _D+ :/!)Q^G|0_CSQF55#XN|:AK151|J_.;F2; JOGKK/M^">_A"Q|^WC| %|]NK&|4K+4'&C17=K(F^>W^VFP96!ZKY8?(J,UY>6DF MGW*+;R4\$9_>W M&;>(_A)*AK|8Q^N4)!;TO6|55Z22/<"P/(MY)=(M? JHK^3>:?:|_R1|OG2M77H MOS9^NW_!IG_R4WXU?|@O2_ |T;U<.99;AL?A183%Q4H2 M6J?YKLUNFM4SLP&.KX.O'\$X:7+..S_3S3ZKJ? G+XD|_WW@>7;_K3-3M9;^LW M|N;^0OT(((((((R"000000:JV=Y-I|W%<6|LD\$|#B2.2-BKQL#D, ".00>017 MKW|7_P 8=\$^Y)WBRMM'M+>? ^R0T3ZJ,[[GG_%;D<&IR03G)X)?QVOXQ MSS!X?|9A4P^#J^TA_A77;76CM=:;J7*,57Q6^IUL53Y|R6L7_77>SU6S M/L3|F3| IZ'XIVD>BZU);^)(4^5L4U%0.64=!(|RRK|Y>,A=W|JWJE+P3^A MVC|S5| ^/M*74MSU(|XY\$(ZTZ4\$1W)O(0?+F3<<.@@|LK! D9E;Y0^!_PE MUKXM>(>.;?27DLULW2:XU 9"V !R&!!!+DCY5!|)4,P^+|^V:SL887FFN7B MC5&FEV^9*0;FV@#)ZG R> *_I;PQXBS/,WXMQV4Y?| @/HMUZ-'G|(|P'R/X_&(O@=I?P_ |A_I? M|GZ+I^99YY2)+S5;E@HDN|F0 >9,^U#0| LGEE_P"'+4Z| [AQ+ZZO1 MGEYQ_NS|4?FA7|/W_!\$3X:|I)O^"5GP;TO5UA2|NM*GUE!%)O4V|>7%];D MG^|8;B(D=CD=J_F|K^KK_@FEK% KKG_!.WX%\$6=Q%-MP\$D5C#(MOU5T92.Q4BO:XID_80CTO^C_ ,SS! MV9T#|I8!YS_ -HC|F;Q|^R;|2)O"/Q%|+ZGX5U^&,3"WNU!6XB) 91+#!(I< MT997421LRDHPSE2!_7=7#?M!_LT? >VK/A|-X6^(GA72/%FARDNL%|E|:0J MR>;#(|\$D,H5F DC97 8X(R:| [*|J85>SFN:'XKT_P CR|=EL:[YXZ2_/U/Y M\$*Z#X9_%GQ5|0%0,>N>#O\$NO^\$|:CC:)-0T?4);&Z5&X91)\$RMM/<9P:_8G| MKC_@U9TO6KJZU3X(^#HSS/O70?%8::UC+2L6\$=[^AE2-(RJCPRN2GS2_-D M?G5^T_-P2!:_ .9EGD;Q#*_ \$E|IT?GR#4M!A&LV? E1'YIG>U+F!";,/\$; \$M9X&!"|AA|TPF(5HR7H|^A_Y_ |6P->B|N+4>[? 7_@Y=: .^%(CM_\$TOA/XD M6)N(FD;5|+%I>1PK@_%+&) 6&? GECE(;GD9!^SO@5_P=6?"|Q?<;_ !|^ M'?C#P3+>|PIW&F74.N6<,+8#3S,|RJR25CBE8J,G"U^\$|9U|CP57>%G MY:~? |#|J>98B&TK^NO| P3^L+JFG_@H?|\$OVP&CA^7Q)|->=(0F,NS3#UG MJC+@NXLQY<; #G?Y>WWKV:OXUZ^X?V)| @OY|>V2M0MK+7:-F^*GA%6_M>Z7XEN7FNT4E2?(OCNFC;:NUI)YL2@G\$>:|'|+R2YL*_D|_OV_(|3#YU% MZ5E;S7^1_2/17@|/!|_! 2;X8_P#!+X?>J_@?5&M|8LPIJGAW42D6JZ600-S MQJQ#Q-E2LJ#D.[:2KA7WZOEZM*=.3A45FCW*=2,X|T7=|1116904444 ?R> M_P#!?X>R?"K|O?XRZ"VG2:5!9>,M5:SMG!&RUDNI+X19(18V M#)(1&0RD<\$\$(ZU+7P|_P &|/8=K^U%_P3Y|Z'.O\$T;RV@!_P!, ML+.)Y9E_&C;FO MVRKX_B#_ 'Z'R_)T&4_|M'Y_F%%%>*D%%%% !1106VC)X ZF@+;ID|= M37RK^U1^U_ PECT7^AKPW?J? X^@^7|Q^U/^U. M?%;7^AKPU<8TH9CO;V_ |?OK&A_YY^I_CZ?=@^X#7|^ (WB-;FRK^I>YM: M^UWC%|N|Z+3|JX'X'JERYCF,? >WC%|.TI>?9=-WKL5UWP:^#6J?&GQ2NGZ M>ODVT.'O+QUS':(>Y_O,<'.H.20>@#.#X-?!K5/C3X173|/7R;:#WEXZYCM M\$/<_WF.#M4') (/0'F'V|_ _AYI?PN|+6^D:I;^3:P_ ,S-S)<.<.;I^;)C@<| M |SP#P#5SJHL7BTXX+|^ -KHO+^:7R6MVO>XRXRY53^KX>SKM?*[MOS [+Y03<^?P|TOX7>%K?2-(M_)M8?F9FYDN'-TCM_\$QP.>@ ^\$O|M@M3_ ,%J=| V\$|#USV?A|J?&35+<&20JL|OX/@D7*W\$ZG^O=,I#0P," M "LLH|ORXY_M?|H?1?"B/X>;^X: WHWAOQ|=+>H>IZM9F|L.Y^5GC M!^H#%9%1B':*95,3_P G?[0WP_ | "PM^.'BG0_B59ZU9^;/496UQ=6E,UY M+4EO.|W>)!*&995D#JS?P^U)PSD^&E:"24*:24%IIT[+_A_/^9| MZS^O=SDVY3;D^_&9^]_! %? @M=I_|%1A4NE4%18% !:2,|-|U7;S7E^ M7IMRY;F7M/W57?H_ P#P?S/T,HHHK<]H**** "OQ'_X.R/AA8Z5?@WXTC M:8ZEKVCZCHMPI_U:Q64T,T1^T6OYL^P6OVXK6_X^*/V;|^X^_|\$T|=OM,6 MZFOOASJ=MXL M!!YC7,2RV| QN.1L2."YEG9AGBWCQ(3):_LL9"3V;M|^G MYG%F-/GP|D07|C^<"OZ-O^#;SXJV/Q"X):>&|(M+J&X)"ZUIFAWK2@!9IG MN6U - '@DE?+OHEYP=RMQC|!Y-?I9_P;*_ MDV?P+>:UUKX:W<6|KI/Q8M8H MK&>9MOE:I:^8T\$>YG556.:6=;6=YL;*.9?LL_PSK8-|N|=? NW_;/G:0(I|G74I)2_%*Y074:N?-M*MI\$EED^5P5,LRPQ#K?%_ MXD?%BYCGCTW1-*C|+V)>US#=7%\$SEQ.4E)P)(8|>#;H!.V|4D@8#? HV:5UIP MDY^5EZ0I'Q^!|ATKQCY_EJ?MU1117Y>;!1110 4444 %%%%'F|Q|_8J^\$? M|4273?#\$X<#_%5W=61T|ZA?:9 \$VHPP'=|D5V)X5_M<_MH?#G|A_X677BSXB>(K32+6.)VL[%75|0UBI M=H|FT@R&FDW.@./EO-N=D0,PJG3E.2C!7;E)17- +8Z3X_?;PS^S+&O\$7C MSQAJ";X=|,6;7EW,2-S8P\$C0\$C)=(Y6-\$SEG=5')%?RT_MY?MG>(_V^/VG/MS'Q(|I|F=29;?3+>T| Q#HMC'Q#;QLV.!DNY545Y9)9-BER*|4_X*J?|:%_O M&7_!2|X@6|L>=(7M=T^UN+Z^OIDM|:VM MXC+<2N0J(B*"69F(!) K^I|_())?? L8V_P"=^Q9X0|!#;KKZPG4_\$4 M|07_ \$G4Y/|EUXD\$?R0(YY,<\$=?E|_P;X?VA/&EGGP_X9NI(M|^"-C=6>Y-3OT^5[_ "XVF.W;*QE03| H5F#(UOA_W\$KQ^),P52:PT'I?U|?+ M^MCT,GPKC'VTMWMZ!|1117RQ|@4444 %%%?BS_ ,%7_P#@XP|:=|4/^\$+_9OU MZSL-|/W#5%/9 XLK>_&LS*&4P6BSI)|E4G)FVEI64&,K&NZ;I/^"27_ <3 M7/C?Q,O@|/H|7--@NM0E TGQB|K#8V^|F|F^\$82&)>5"3*BJ/WG|^O8>1X MM4;V^77|OZ9Y_| :=#VOLK_#Z'|4445XYZ 4444 %?%O <|Z3:ZC_P2 M3^)|UQ;P336\$VD3VKR(&:WD.K6<9=?NMY9:7U|,JOE5Z_- ;P7JEAT!P?O"O MOLTJ*#&J-J|FOOT_4^5P,7+\$02|K|-3|].***_+S[8**** "N;^,P@|_ |X M8ZUX-|9:/9^/#B*V:TU"PN0=DR!!!4AD=6

970AT9592K*..DHIQDT[K< M&DU9G\SO_15_@D%XP_X)P_\$.;4+%-0{3}?"?59C_&/XA\|L-)9[CO:7VT!8[MA>@WY>A|WCLIE%]
#5=NJ.Y^ M6[.7|4GQ" _9'^(,?BCX<>?J5)ZTJ>4MHX.*Y CZ^7."X:*,X.R167(!QD M C|I/V6?^#J_5,CM=^/,WPYAU2-7(EUOPG-
Y\$XC\$2A;IQ5:B|0=O+ (!_2)X!_P''#B[JE+QAX M8M[_ %%%QK7A2ZF|WZ;JOAN_DNH.?XFM8IX>>ORR-6U_Q\$#?LB_J];_|M?6O
M_D2OYH:~|I+XIOXI?>O|CN_MJOV7W/_#Z"/CI_P'_G|/P_.OM]KX/TW MQM|+Z.U,ME/:V''Z;IMQ-SB*26Y99XQP,N+9)!A@,IN
(#URYU:9'/#FH>.,?%-AI&D6%YJFK:I<IV=E96< M#3W%Y/(P2.*-06=V8A550220,UJ]#?L3?|!)KXW_MZSVJUX-*R?:X7GW9
M|3ZYOL='PIE4^7+M9[CD\$31D6Z2E&(WAIR/W8_X)M?|!&/X?|!_!NSAUBV MC_X33XC'?YGBG4K94EM5=-C1V<.66V0J6!
(9I&|QPTA0JBF89S0PJ<;|TNR_M7M^8)E]6N[[I[_Y=S|T/B3_,\$46_8E_P''''1/Q6^*Q-AM+CXI7EMI,6GZ> MCI/%
X7ADU>Q63C*M=I9&='55&9%+!F)_2OZ7O^#@;_E\$5|_6^X| ^GJP MK^:&LLAQ53\$49U:KUYG^2T16:4(4:D80VM^K/UV_X-
_ ^2F_&K_L%Z7_ _C; MFOVRK|3?^#3/_DIOQJ_|!>E_ ^C;FOVRKY7B#_?I_+D>YE/^|I^?YA1117BG MI 3@5|K_+4_|5/_D_VGPSX9N^)
7S%?7T9_X_>QCC/_/L6^W^@^3. TO M]MC6-4T?X*-_9LEQ%=-7L=O?-''O_''|LCY#^'^%6<(I/<[>C\$'XTK|,|5N,L M5AI_V-
A;Q4HISEU:=_79=WUVVO?|<|.N%|7C_ .F(M*SM&/I-7YJ]ETWWM8 MKKO@U|&M4^-/BE=|T?)MH7CKF.T0JS_>8X.U0J_&GQ2
MNGZ>ODVT.'O+QUS':(>Y]6.#M7.20>@#./M[X=_#02_A=X5M]'TB#R;.'YG= MN9+ASC=(Y_B8X'L/B. > :F=55BL4G#Q?HYM?
97E_ _DM;M?6<9<9 M0RJG|7P|JG7DOE%=WY]E|WIN?#OX=Z7|+O''UOI&D6_DVT/S,S|844 M45L9A1110 5|@_ |!6K_()&^/''E?
PO6XMFL_#WQ2|,V|)H&ONASH>#_#-CJVDWUYI>JZ7<IWEE>V.6.12&1U8!E92''''0,|%O/#WB?P|<&UOI''Z4''2%| @@@E71E*NC
MH2CHRLI96!Z+E>:4|93|26Z_5>I|CCC'B''')6VF|6?&O6M8T50?M%II/AN+3;J3Y3C9) M<7''KAL\$YB;(!&'|P]-WC%?G^84445Y
MQUG''_M_ |L|>&OVM/@_XG^'B^&XF| ^BJS-I''''S\$JKRSR':9-RDHNT ?7U% M%9BQ2>%I)K4=E7!Q(/';*XNH_''?Q#T%1
I/B6&U\$[&WW%FM+F/I^%DO)XEYVK|/'=I*QZ LL^ANWM7[''45Z5',925H5^|?SN<=3+/-WE%? ME^I^#EY_P:G?&A+QEM_B%|,);?<Z+
M%)XA^.&F;.;J|;Y;Z=X6>^A4>TKW4+\$]>L8_&OVGHKIEQ#CFK*27RIC''*<,N MGXL_'X(|&R_P''SC|,YEN/\$W_''?;\$X>S6&6#5=6-
G9K-E2T|26:PRKD@@(M|LBA6.(X@,NSX7_?|('!PVVC>''_''WAWPAH|3-J65I6F:E!|:W=I=0K-!<0N15XY\$8%71E)!4@@@D' MBK=%
'Q'^TG_&_&_|,|IE_?P^\$K|X>Z|<3QS377@Z|73XW5(+\$2VKI): MIH<*Q|N!&+DMEFW?)?C#_@TMM)MIU'';P_| '*XM
|1F=K&TW@PH)IS'.Q)9T MNT#H''ZQ#N0G:OV,HKTJ.<8RDK0J|YZ_G;O''^+_|C|+W_@U/^-\$= MXRV_Q''^&\$MON.'DEOHW
(|'+AGVW<>IKM_?7_!IAX@O)#!(OC=H^EHW>8=M-|,R:A#_ -)_+F_ ^.5^UE%=>N(<,OBI>K;*&*Y@O+_ |LW39921A|)
CBMODZ8Q@*UPXY.<|8^A^A|='''M?P|^+H?>@|OPOX?|''6BK'T_V|IM/BL;?S&#Y<2JNXX&6QDX&371T5YV(QE M>O| Q9_ E|
VQV4P7_|/|&<9SC(KF_#8| MJFCXT*UU)K56BG+''',S(Q4\$@@@8S@> ME?J|: _|!'|JG^RN8YH?@;|'89H6#QR)X,TY61@<@B'(|/>O?
QSRW#UI471 M;:Z|S|7|GEX=8RK3515%KY+_ ''/8J***^7:/C7_ (*W?|%;O^6?''O_P#B MW_| PG7_ G7H_|QW^R_L/V3|+_ -|V_?|
I_V=NSOGCZ8_9S^+G_''_P|G MOP'X|_L_ ^R?^\$V|.Z?K_ -A|_P''T?8OM5M'/Y7F;5W|,V|M]YQGSBOR=_X M.W/^;?|
N8O<5Z7Z_|\$Y_ ^4>_ P(|)YX_ _/3;|UZV(PM*. I5HKWI-W>O MIOY''|1K3EBITV|SE;|D>RUQO|IGQ<_X4|^SWX|>?V?_ &M_PA/AW4-?
^P^? M]G^V_9;:2?RO,VMLW^7MW;6QG.#C%=E7C7_1IC_E'O|?'|)YX@_| 3;<5 MYM&*E4C%[-H]^DFH-KL?%W|''_P#P_&P|K|I?P|
|_ \$OPVF^R>*I/L.F MZL|\$2ZE\$;YB|)E0VT)I93E%=2Y|QHU*[69T_3_OY''AS| ?%7Q;|!^,O\$7A MW3)-4L?-G%
J6MK''09K2T>3RC<;KIHY3?MR55MY&Q79?Z#_ /@A=_P4ZC_ ;MS_9Q7P_XIU&S_P''#J> 8H|/5(3*YN-9LE5\$AU/#_ 'F1<25) M%
GF44Z,?;89:+1K>W9Z_UL>1EN83J/V;=|/N=A_P5D_X*F?|.O?|W@W5O| MA!^\$X_X2V|N+3RO|: _LS|+Y2(^/D3;|/8PN,=37JO|7[6?|
PW+^R/XI M^*G_C_ /PB_P#PE2W;?V9|N^W?9?(O);_ %WEQ|MWD|ON#&|',G|| M@|'_ .2_!S_ +#H_| HB&OJG_@+_ +_RB|
A'_N:M_Z>+ZN^MA:4 M,E2;|U*|ON/L6BBBO&/1,WQEXPTOX>^\$-5U_6|Z#3=%T.MSFU''_O)VVQ6MOSADDD8]E5%8D^@K|B|
#_P''#M33;GQ)9PZE|''KRSTB2Y1+JZ MM_%ZW%Q| 6>I(39HKN%ROAD4,0!07.X?0/_XN_|,BO]S;P%;?TV49?A14
M55Q:~*7+5K|FNNGR/&Q^+KI|LKR)9|>X@ MD\$D4; ,KHYR#*000<\$-6*^&?^#>W|K7_AIK_@GAH.CZA=IS>(OA=+_ P
(MK=H7B61K6):QD|M,%8_L|) &89=|64Y8Y-?|B]S|J-65*6Z=CU:-55*:F MNH5XU_P4# :W_P''&%/V1/%WQ4_X1_P#X2G_A%OL?
_ \$K^W?8?M7VB|@M?|=Y< MFW;Y^ |ASMOQG|JEKXU_X.'O^417Q;|@_|Z>K''JP=-.3\$0A/9R2?HV3B). M-4H|I|CD?^''7_7@|_|_%
&OC-JG@/4O!L?PY|1)8_&M&BEU|=076PF3<M|F''B6--L@10Y9%F;YI\$< ?%?R8_#GX8_\$3X-?! P_-M&>|B&QTO0O&QT M&SU&!
U>XTS5K:W@OHC)\$ZE6CD20|?OJ3!~KA04\$G|*'_35_ ;OT3_@H;^RO MHOCO352UUB^F^(|.6-D&FZE&B&9\$R6\$SV|9(VW-E)%#\$.5'
7SO*X4|7#_M_ ;V?_?ZZ|GY;CI55|K|6_JCP_''(I?|%RO^9O|0FC^ ^%7_ /';M?VMX=@U_|= PDG|F^5YES=0>5Y?V6;./LV
|=N&=^,##&3R_#_P_5?)UX#T3 M6_L_V7^V+''''^|G?YGD^;&K|=V|NONOG SCH^!W_(I^4A^@|+_+Y9?) MIRU.OW+ _&?_/D@_@G_+
%C_Z3OUSX|''TJ>\$HU8+65|/Z|&V%KSGB*D|I M6L==117SO_P53_ ;*|A+|A|OEX|L9+4>)'*32_#T4TBKYFH7#>7&ZJRL|/'I MDN#&I
|ZV|+D9R+HTI59JG#>NQW5*BA%SELCA| @HE_P6M^\$?| P3SU2Z- MZC|>|,B)%;K;#>D;=UIYD;/'';NX;Y+=7PIV|;%'EC?RFIE)
^\$=:_X.S?SD M^LIR:=|=#M=/'WX;GQ|^+<3-|)%MT |X->_ P#|S_C_@EFG_4R^*?BKXE? M%F?6-8''|Z?/M|)J,BWGB?5Y2L|J2S |T6^!
%U86>@6L-O=97:WF(L8S5 !+Y^6OH,1#+\$_8S M@ZDUN|V7?U<|FE+X%>TC+DCTTN?''_32_P''''_A| @H%|9;X=ZAX%UK
MP+XPUI;B;352_35-/NXX8?<-LA>.3:LA''F(IA|O|B|K|) ^&;'''' P''''4GP; M^G|60A^XR>!_#EX#2>&N\$X|/0H\$M=+U6*>T>V>V4''-
TW|@00L2^|. M2I3Z2KQ|;+R#F189-*VJ?1GH8-9IM6=W?2R''OS3_P''''@_|P<0_|(|M<>*MOA7_?*_P''\$J_XIE;-O|3_X2O|#|
I^T6>D?&O_5N_P''''MW_#K|X5_M_6_P''\$Z_X3K^T?^8|_&7|A^R?9?| IWF|W|_M|^SMV=|>|?L5?M*?|_@_ MLL^#|B7_&+ _
(|_P)=9&|_LW|9|K^R8D=-OF|\$W_ |!VY MS;_ -S%_P''XJOO^_@BK_P HM|@S_P!@5_|TIFKV<1A:4|70|?WQ_ ;I:|^| %72?BA;_ |O|I
X|;DU+X:PZ9:K#Y,A^F7^V,9C&M)R^7G_SSBM|_@TU_P''25_&C_L*Z9_Z)N*_72O>SC,80KU*+II;VNUKJM_D>M7E^\$E*E&I
|I|=NFX4445|J>X?C7_ ;G_-O_P#W,7_N*K|+ P#@G| |H|_M@I_V3SP_P''FVVK|T|@|<_YM_ .YB_P#<57Z7_P#!.?|YI|_(|)YX M?|
3;|U|V+_.170|9?FSR|_OM7T7Y|JEKQK_@HO_RCW^ .P#V3SQ!_P''F MVXKV6O^O^''C' *_?X|_J|D|0?^FVXKO|/_%
CZK|S^*WP/T9^17_!K%&CXJ^ M/WQ?TO5+*TU+3=2(|):W=I=0K-!=0O.O_ \$%S-J&B6L5S(L>H:694^UZ);;O2M42!
9I=OX|F&X56ZCED=05+Q22H&0MN^U..QRP^92C4UA))27E;?Y M^AX7''NK@XN&DDVT_F?F+P''WQ|_-M2?L6_LZ_ \$'PC=-=^'_%
5W?7MJ7*>M;#F&|/#\$9E66*0/&ZACM=&&3BOMW_@+_ +_RB/^\$?^YJW_IXOJ_GJ^>G_ \$+|MGR+6@;XVM;C2?
A#_ \$4VHRZ7<18:UO7A2)YHVXWQSPQV|*W^NBI.APQ+?T M*_|/7_ |)'_ /'-6_P#3Q?4LXPRH9="G%W7=-/R?,T+ZSJXN4VK|EU|
M58^Q:~*|G_ ;I_ :8M_P|CO|D^XA?.\$J9K43^%M^EFT|+J2.'>_DQ#9Q2+&0^R M2YDAIB''N^Y)90^P^3IPE.2A'=Z^NRDHIR>R|P|_X+9?
&R;_@H!_P5IL_AOH>ML6|KHGA2_M?_5E+OVI;|X^KXT|6@|VX|^PE;^NN6L|UC:K;?9HG1I6;L2A&5WR=Z*QR: M''_()9_P#!*?Q!
P%:%GO_U2^?/X5MO#9@GO|6N|.DU:ZU2|NWE;&&E MB#|\$4KR.TA8%H_E; >67|(|_XA(|_JX#_ ;L;_P''^%?89A3PW|HR|_8|
X^I_E|+_\$UW;6.G>/_#O#M%|&;Z_VL6KVLFCFT?SIN64EQ;1B-|.UXI!;Y_ H_K^9?_@I9_P_\$X?%|!'G MX|_#^ZTKQE<^
(\$U*\$:WHGB2^35TQ|74+2X|>)(O/F.Z'-K)O)/G@?*: HC_M_9'_&B|_ .V_9F|\$?S\$25MX;7Q?I_-);0W^VA;''X(VW%KYFU=[0S+)\$6VK
MEHSP.E>CC^3_K|3T6OC7_@X&_Y1%?%MO_N#_P#IZL^*RJ^?^#@;_E\$5|6_ ^X/_ .GJPKO|O_WJE_BC^:0Q?|GZ/M|CYK_P''#=?
X&>&_VE_|@DE|5|?B^PCU+P|XH|;ZA97D+*I90=-TLI+&6!'' MRQN%D|9IT5AR!7R^S9|2_&7_!
OI_P5#U3PCXP:ZU#P+K#Q6&KS^7;V^KZ MI)+FVUB''=X:6#|X=H|S!%U;APS,X^|?^#5O_E^OXQ_ |*^>_ ^FW3*JG_.'T M_P#P30A_X*(?
LS.VA6:O4|!^R7OA:0W2VZ7F|H9|&0M|A69\$&PL4VRI\$3(B M&4-|TL9^GCJN^K_PYNS|GW_KUZ^EOP|IX:G5I_ '%:>?D?
F#_ ;07B/3_&|_M<_P_U;2;ZSU32=4^&>G7EE>V^*O%W|AZ+XKN|Z;.'PIQ|..?;7L7ESZ9; MIW-Q|F;(#_)-<38Y900@PJ^J_UI?L_P#)!

!/ 8 L? 2>.IS[#^PPU&E>M]K H&5U?:5JE3O8ZZOS0_P"#J3_E'OX. P"RAV7_*;=3K|+Z|+_'DO|'Z M MU L8>->AO%-:6>K:M;)6
/*I8IRR8!|!|/+ MZT:6)A4GLFKGJ8NFZE&4(|M'S' P; &7>AW' 35F3287BO|?Q=J,>M,V<37 M?EVS*PSV^S-;+QOE3WS7Z
(5 .G P2" X*,:E P \$EOCQXL|!?!\$|I==7P;K5| M]FURQ7>;WPSJ4&Z/[I';LP1MW\$"^\ @J7^S?| \$'PM M9ZQ8?"X7V|I?)
OCCU+O#;:9=*D?;W+ISIGCHZ* <<|7H9S@:T<3*HDW&3 MNFM=SDR[%4W14&[-:.'O5%?)?@ _ (+, 'OXO?MB>" @Q|. =6?
QWKGB:|O|> M P!3L4>/3-)CM+*YN699G7%TSM J)Y.8RKL_F *J2?6E>36H5*32J)JZOKV. M^G5A.[@|V"OYIO| @X. Y2X?%3_RKWN%
|ZE A?YH|O. X"]?T9 2S1117S9|!D^/O'.E?##P+K7B;7KQ-/T/ MP|83ZGJ-TZLRVUM#&TDLA"@DA45C@ GCI7|? !, 5X?^"@? !:-
OBM|0M2T MW2=-T_5;KQ|=IJNL-\$+#Q'<7(T|3U\,'4G>WAE:'SG%/_ P"U? P3N|0_V|XP|*WWB3P#I_ |\$7/^"S% MOH?BG4I6T?
PSK3>M=NTG-I#?Z/>OKY5[,D9E^18I;:]@EB&A5"0R[AT4:& M&K8*>\$H5.=KWEHTU] ?;YF52I6IXB->K#E3T>M_Z_P" ?TET445)>?
0'XU_|M';G_#; ^ 4 #;|NKX+ &3 MOK9>& "Q6^'OB7Q|J6 [+INF:];75U<|(VD?9&CEVHCL<#*3T%>K5|.G M*#M6|
3UHR4M8L****DH**** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "O ?^"HGP:TO|H+|A7Q SX0UJXO
[73=7^P>=+9.B3KY>H6TR M|2ZLOWHP#E3P3TZT45TX/3\$0: F7YF.(_A2|'1X| P1_ 9%|- LF>" B#;^ M'+[7+V/6KVSEGI312,A1)0-
OEQI@?,% VN/^%7 P#"27V06\ PC _JJ_9 -GBCW^=|BW; M ,C?.'*7&,=3UXQ|> LH>#;7X< LM?#7P|8R7\$MEH/A72|.MWG8-*|<-I%&I
M<@ %B%&2 !GL***;,\$2?U"DO- FSAHI?6IOR7Y(|^N :O\ !MK|IOV6OB5X M>OI+B*RU|PKJFG7#P,%E2.:TEC8H2" P#!((SV-%%
>;| B1|4=E3X6?#G !M\$G|A?PE^R?| &'QGJ?AW4?&\$5[<:|HT=K*NHSPR(JB=6RHCB0YR.Y-?I%117H M9S)O%-OR (Y,025!6|S|O|
@M9_P33^&O|3GBOPIXUB/6M(|3>5)I=U>;3 M<IPG48\$P|0F62-U+IDN%=0K%7VL6"QA|I; @F%'',^ '#|/7PCH|]
_;63JTK:9,D4TLD\$+IHC%T=3' I#_M5VYW(AR,DWB)M|V:89)4HI=D?'_ M 6A_9"") M< LV:'9>)OM|K)H.OQW=G>Z>84NH|,T;Q;Y
(WQ&^59E &YHH MR3|HJ| PIL^!UG^SG^R?>^\$|+UKQ%K&DV/B"YELEU>|6X:P22*!VAHVBI\$9 M#)M" ?FD;JOHHKT.9 V9;^|<=E|
E%%=F83E+"T>9WT_P CFPL4J|2R-VBBBO%/ M1|FG|NK_ (),?!?_ (*#K'>>-M!N-|3P*(XO\$FA2I9ZJ\$RGR2.4>.=L84" M>.3RU9|FPL2?
YH?VBOAU8 "/XZ^+/#&FRW4UAH6IS6=O)****|0|(+? M (+& L7^/VP_P!JBUOO%&L^*.-?#.CP:996NFW<4=N%9GG>4I)%^|9I=I9
M<96*,8^7) 2CX2 #/2 @K|*O#/@W1%N%T7PEI-KHU@)Y,E%O;OI#N;CYHHKV<=) 5**Z6?Z'GX5+V|IG05^8W_!:# @FW|_ -I|
I#0_ &6L7/B# M2|7NM#CL;G^RI+:"Z\$.LA263="|-+MD";BWW(XU 6BBHR636*5NS*S&*=' M7N??O|+R7\$|.7@>|"U#4-7NK71+2VDO|
0F,|Y?-'\$J>=-(?OROMW.V!N9B<M#.*|RBBO-K?Q>K.NG"|#X#_P"Y7|&GA?|KC_A5_|PDE|KUC_(.:OVM?^S9XH|_G?8MV_S
(WSCREQC'4|>./_YJ^&' \$'O'G @;:?' "-117V6 M45)+''02??|V?/X^,77DVNWy(|_ ^"7?_!, P)^S|^W5X&|7Z+JWBZZU+2/M
M_DQ7MU;O WF:?)GTF|0F_Y5^;/IRM)4G;O^ -B"BBBO\$|2"BBB@#_V0\$! end