

**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 26, 2016

NELNET, INC.
(Exact name of registrant as specified in its charter)

Nebraska _____ (State or other jurisdiction of incorporation)	001-31924 _____ (Commission File Number)	84-0748903 _____ (I.R.S. Employer Identification No.)
121 South 13th Street, Suite 100 Lincoln, Nebraska _____ (Address of principal executive offices)		68508 _____ (Zip Code)

Registrant's telephone number, including area code **(402) 458-2370**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As reported below under Item 5.07 of this report, Nelnet, Inc., a Nebraska corporation (the "Company"), held its 2016 annual meeting of shareholders on May 26, 2016, at which meeting the Company's shareholders approved an amendment to the Company's articles of incorporation by a majority of the votes cast at the meeting. On May 27, 2016, the Company filed Articles of Amendment to Second Amended and Restated Articles of Incorporation (the "Articles of Amendment") with the Nebraska Secretary of State, pursuant to which the Company's Second Amended and Restated Articles of Incorporation (the "Articles of Incorporation") were amended to insert a new Article XII thereto, which designates the Nebraska state district court located in Lincoln, Nebraska, or, if such court does not have jurisdiction, the United States federal district court located in Lincoln, Nebraska, as the sole and exclusive forum for the adjudication of certain intra-corporate legal actions described below, to the fullest extent permitted by law and unless the Company consents in writing to the selection of an alternative forum (with such amendment to the Articles of Incorporation referred to herein as the "Amendment").

The Amendment provides that the designation of the exclusive forum applies to: (i) any derivative action or proceeding brought on behalf or in the right of the Company; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or employee of the Company to the Company or the Company's shareholders; (iii) any action asserting a claim arising pursuant to any provision of Nebraska state corporate law or the Articles of Incorporation or Bylaws of the Company (as each may be amended from time to time); and (iv) any action asserting a claim governed by the internal affairs doctrine. The Amendment also provides that any person or entity owning, purchasing, or otherwise acquiring any interest in shares of the Company's capital stock shall be deemed to have notice of and consented to the provisions of the Amendment.

The above description of the Amendment is qualified in its entirety by reference to the complete text of the Articles of Amendment, a copy of which is filed with this report as Exhibit 3.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2016 annual shareholders' meeting on May 26, 2016. At the meeting, the following proposals were submitted to a vote of our shareholders, with the voting results indicated below:

Proposal 1: Election of Directors. Our shareholders elected the following nine directors to hold office until the 2017 annual meeting of shareholders and until their successors have been duly elected or appointed.

	For	Against	Abstain	Broker Non-Votes
Michael S. Dunlap	140,625,310	368,675	598	2,010,001
Stephen F. Butterfield	133,151,770	7,841,581	1,232	2,010,001
James P. Abel	140,590,477	402,714	1,392	2,010,001
William R. Cintani	138,987,138	2,005,952	1,493	2,010,001
Kathleen A. Farrell	140,758,700	234,491	1,392	2,010,001
David S. Graff	138,320,205	2,672,952	1,426	2,010,001
Thomas E. Henning	140,655,110	337,979	1,494	2,010,001
Kimberly K. Rath	139,592,004	1,401,087	1,492	2,010,001
Michael D. Reardon	139,735,037	1,258,153	1,393	2,010,001

Proposal 2: Ratification of the appointment of KPMG LLP. Our shareholders ratified the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2016.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
142,828,450	173,933	2,201	—

Proposal 3: Advisory vote on executive compensation. Our shareholders approved, by an advisory vote, the compensation of our named executive officers as disclosed in the proxy statement for the annual meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
140,842,230	146,325	6,028	2,010,001

Proposal 4: Approval of amendment to the Company's articles of incorporation. Our shareholders approved an amendment to the Company's articles of incorporation to designate courts in Nebraska as the exclusive forum for certain legal actions that may be initiated by shareholders.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
133,747,801	7,238,382	8,400	2,010,001

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to Second Amended and Restated Articles of Incorporation of Nelnet, Inc.

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.

Dated: May 31, 2016

NELNET, INC.

By: /s/ JAMES D. KRUGER

Name: James D. Kruger

Title: Chief Financial Officer

ARTICLES OF AMENDMENT TO
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF NELNET, INC.

Pursuant to the provisions of the Nebraska Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

1. The name of the corporation is Nelnet, Inc.
2. The following amendment to the Second Amended and Restated Articles of Incorporation was adopted by the shareholders of the corporation in the manner prescribed by the Nebraska Business Corporation Act:

The text of the amendment to the corporation's Second Amended and Restated Articles of Incorporation, as amended, is to insert the following new Article XII thereto:

ARTICLE XII.

EXCLUSIVE FORUM FOR ADJUDICATION OF CERTAIN LEGAL ACTIONS

Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf or in the right of the Corporation; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or employee of the Corporation to the Corporation or the Corporation's shareholders; (iii) any action asserting a claim arising pursuant to any provision of the Nebraska Business Corporation Act (effective until January 1, 2017), the Nebraska Model Business Corporation Act (effective January 1, 2017), or the Articles of Incorporation or By-laws of the Corporation (as each may be amended from time to time); or (iv) any action asserting a claim governed by the internal affairs doctrine shall be the District Court for the State of Nebraska located in the City of Lincoln, County of Lancaster, Nebraska (or, if such court does not have jurisdiction, the United States District Court for the District of Nebraska located in the City of Lincoln, Nebraska). If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court referred to in the preceding sentence (a "Foreign Action") in the name of any shareholder, such shareholder shall be deemed to have consented to (i) the personal jurisdiction of the state and federal courts located within the State of Nebraska in connection with any action brought in any such court to enforce the preceding sentence and (ii) having service of process made upon such shareholder in any such action by service upon such shareholder's counsel in the Foreign Action as agent for such shareholder. Any person or entity owning, purchasing, or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article XII.

3. The date that the amendment as set forth above was adopted was May 26, 2016.
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4. The number of shares of the corporation's common stock outstanding and entitled to vote on the above amendment consisted of 31,019,509 shares of Class A Common Stock and 11,476,932 shares of Class B Common Stock, with the total number of 42,496,441 shares of Class A Common Stock and Class B Common Stock outstanding entitled to vote on the amendment as a single voting group; the number of votes entitled to be cast by the single voting group entitled to vote on the amendment was 145,788,829; and the number of votes of the single voting group indisputably represented at the meeting of the corporation's shareholders held on May 26, 2016 was 140,994,583.
5. The total number of undisputed votes cast for the amendment by the single voting group was 133,747,801, and such number of votes cast for the amendment by the single voting group was sufficient for approval by that voting group.

Dated as of the 26th day of May, 2016.

NELNET, INC.

By: /s/ Jeffrey R. Noordhoek
Jeffrey R. Noordhoek,
Chief Executive Officer

