

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities and  
Exchange Act of 1934

Filed by the Registrant  }  
Filed by a Party other than the Registrant  }

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**First Trinity Financial Corporation**  
(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

**First Trinity Financial Corporation  
7633 East 63rd Place, Suite 230  
Tulsa, Oklahoma 74133-1246**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 18, 2016**

**TO THE SHAREHOLDERS OF  
First Trinity Financial Corporation**

Notice is hereby given that the Annual Meeting of Shareholders (the "Annual Meeting") of First Trinity Financial Corporation, an Oklahoma corporation ("First Trinity" or the "Company"), will be held in the Grand Ballroom Salon 2 of the Renaissance Tulsa Hotel and Convention Center, 6808 South 107<sup>th</sup> East Avenue, Tulsa, Oklahoma 74133-2587 on Wednesday, May 18, 2016, at 1:00 p.m. Central Daylight Savings Time, for the following purposes:

- (1) To elect eight directors to hold office for a term of one year each or until their successors are duly elected and qualified.
- (2) To ratify the selection of Kerber, Eck & Braeckel LLP, as First Trinity's independent registered public accounting firm for the year ending December 31, 2016.
- (3) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on March 21, 2016, as the record date for determining the shareholders entitled to receive notice of and to vote at the meeting and any adjournment thereof. The stock transfer books will not be closed.

**Your vote is important. Whether or not you plan to attend the Annual Meeting, we hope that you will vote as soon as possible. Please review the instructions concerning each of your voting options described in the Proxy Statement. Your cooperation will assure that your shares are voted and will also greatly assist us in preparing for the Annual Meeting. The proxy is being solicited by and on behalf of the Board of Directors of First Trinity.**

Your attention is directed to our 2015 Annual Report, this Proxy Statement dated March 22, 2016 and 2015 Shareholder Update. This Proxy Statement dated March 22, 2016 and 2015 Shareholder Update accompany this notice. The 2015 Annual Report is available without charge at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com). If you desire to have a 2015 Annual Report mailed to you, please make a telephone request to (918) 249-2438.

By Order of the Board of Directors,

/s/ Jeffrey J. Wood

Jeffrey J. Wood  
Chief Financial Officer, Secretary and Treasurer

Tulsa, Oklahoma  
March 22, 2016

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**FIRST TRINITY FINANCIAL CORPORATION**  
**7633 EAST 63RD PLACE, SUITE 230**  
**TULSA, OKLAHOMA 74133-1246**

**PROXY STATEMENT**

**ANNUAL MEETING OF SHAREHOLDERS**

The following information is furnished in connection with a solicitation of proxies by and on behalf of the Board of Directors of First Trinity Financial Corporation (“First Trinity” or the “Company”). The proxies we receive will be voted at the Annual Meeting of Shareholders (the “Annual Meeting”) of the Company to be held at the Grand Ballroom Salon 2 of the Renaissance Tulsa Hotel and Convention Center, 6808 South 107<sup>th</sup> East Avenue, Tulsa, Oklahoma 74133-2587 on Wednesday, May 18, 2016 at 1:00 p.m. (Central Daylight Savings Time), and at any adjournment thereof, for the purposes set forth in the Notice of Annual Meeting. This Proxy Statement and the accompanying proxy are first being mailed to our shareholders on or about March 22, 2016.

**PROCEDURAL MATTERS**

**Record Date and Outstanding Shares**

We have issued one class of capital stock. Stockholders of record at the close of business on March 21, 2016 (the “Record Date”) are entitled to receive notice of and to vote at the Annual Meeting. On the Record Date, 7,802,593 shares of the Company’s common stock, \$0.01 par value, were issued and outstanding.

**Voting and Solicitation**

Every stockholder of record on the Record Date is entitled, for each share held, to one vote on each proposal that comes before the Annual Meeting. In the election of directors, each stockholder will be entitled to vote for eight nominees.

Whether you hold shares directly as the stockholder of record or beneficially in street name, you may vote by completing, signing and mailing the proxy card enclosed therewith in the postage-prepaid envelope provided for that purpose. Your completed and signed proxy may also be returned to the Company by Fax or email. Voting by written proxy will ensure your representation at the Annual Meeting, if you do not attend in person. For specific instructions on how to vote your shares, please review the instructions on the proxy card enclosed with the proxy materials.

The cost of this solicitation will be borne by the Company. The Company may reimburse expenses incurred by brokerage firms and other persons representing beneficial owners of shares in forwarding solicitation materials to beneficial owners. Proxies may be solicited by certain of First Trinity’s directors, officers and other employees, without additional compensation, personally, by telephone, Fax or email.

Any proxy representing shares of common stock entitled to be voted at the Annual Meeting that specifies how it is to be voted will be voted accordingly if properly executed and received by the Company before voting begins at the Annual Meeting, or any adjournment(s) thereof. Shares as to which authority to vote has been withheld with respect to the election of any nominee for director will not be counted as a vote for such nominee and neither any abstention or a broker non-vote will be counted as a vote for a proposal. Any properly executed proxy will be voted in accordance with instructions specified but in the absence of any instructions will be voted “FOR” any proposal or nominee at the Annual Meeting and any adjournment(s) thereof.

**Revocability of Proxies**

Proxies given pursuant to this solicitation may be revoked at any time before they have been used. You may change or revoke your proxy by delivering a written notice of revocation to the Secretary of First Trinity or by completing a new proxy card bearing a later date (which automatically revokes the earlier proxy instructions). Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request by notifying the inspector of elections of your intention to revoke your proxy and voting in person at the Annual Meeting.

## **PROPOSALS TO BE VOTED ON:**

- (1) To elect eight directors to hold office for a term of one year each or until their successors are duly elected and qualified.
- (2) To ratify the selection of Kerber, Eck & Braeckel LLP, as First Trinity's independent registered public accounting firm for the year ending December 31, 2016.
- (3) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

## **PROPOSAL ONE: ELECTION OF DIRECTORS**

### **General**

The Board of Directors consists of one class, with the term of office expiring each year. The number of Directors which will constitute the entire 2016 Board of Directors is eight. The number of Directors that served on the 2015 Board of Directors was eight. The Company's By Laws designate that the number of Directors which constitutes the entire Board of Directors is twelve. The Company has elected to nominate eight Directors instead of twelve since it has found no compelling reasons in 2016 to have twelve Directors. Proxies can only be voted for eight persons that correspond to the number of Directors nominated.

The Board of Directors determined that six of the eight current 2015 Directors nominated for 2016 are "independent" as defined by NASDAQ listing standards and rule 10A-3 of the Securities and Exchange Act of 1934. The non-independent directors are Gregg E. Zahn and William S. Lay.

### **Vote Required**

Votes withheld from any director are counted for purposes of determining the presence or absence of a quorum, but have no legal effect under Oklahoma law.

Unless otherwise instructed, the proxy holders will vote the proxies received by them for First Trinity's eight nominees named below, to hold office for a term of one year each or until their successors are duly elected and qualified. If any nominee of First Trinity is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who is designated by the present Board of Directors to fill the vacancy. It is not expected that any nominee will be unable or will decline to serve as a director.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE NOMINEES LISTED BELOW.**

### **Nominees for Election at the Annual Meeting**

The Nomination and Corporate Governance Committee, consisting of two independent directors and one non-independent director as determined under applicable NASDAQ listing standards, recommended the eight individuals set forth in the table below for nomination by our full Board of Directors. All eight of the current directors were nominated for re-election. Based on such recommendations, our Board of Directors nominated such eight directors for election at the Annual Meeting.

The following sets forth information concerning the nominees for election as directors at the Annual Meeting, including information as to each nominee's age as of the Record Date, position with the Company and business experience.

Name of Nominee	Age	Position/Principal Occupation	Director Since
Gregg E. Zahn (4)	54	Director; Chairman, President and Chief Executive Officer of First Trinity	2004
William S. Lay (3) (4)	76	Director; Vice President and Chief Investment Officer of First Trinity	2007
Bill H. Hill (1) (2)	75	Director; Former President of Eastern Oklahoma State College	2004
Charles W. Owens (3) (4)	61	Director; Insurance and Marketing Services	2004
George E. Peintner (2) (4)	62	Director; Marketing Company	2004
Gary L. Sherrer (1) (3)	67	Director; Assistant Vice President, Division of Agricultural Sciences and Natural Resources for Oklahoma State University Foundation	2004
Will W. Klein (1) (2)	83	Director; Insurance Company Chief Executive Officer	2011
Gerald J. Kohout (1) (2)	75	Director; Former Officer and Director of Life and Health Insurance Companies	2015

- (1) Member Audit Committee
- (2) Member Compensation Committee
- (3) Member Nominating and Corporate Governance Committee
- (4) Member Investment Committee

The following is a brief description of the previous business background of the directors.

**Gregg E. Zahn** has been a member of the Board of Directors since inception in 2004. He is President, Chief Executive Officer and Chairman of the Board of Directors of First Trinity. He has been President and Chief Executive Officer since October 2007 and became Chairman in 2011. From 2004 until October 2007 he was First Trinity's Director of Training and Recruiting. He is President, Chief Executive Officer, Chairman and Director of Trinity Life Insurance Company ("TLIC") and First Trinity Capital Corporation ("FTCC") and has served in those positions since October 2007. He was Executive Vice President of First Life America Corporation of Topeka, Kansas (acquired in 2008 and merged with TLIC in 2009) from December 2008 until August 2009. He became Chairman, Chief Executive Officer and Director of Family Benefit Life Insurance Company ("FBLIC") in December 2011. He became Chairman of Texas Republic Capital Corporation ("TRCC") in 2012. He also became Chairman of Royalty Capital Corporation ("RCC") in 2013. Between 1997 and March 2004, Mr. Zahn served as Marketing Vice President of First Alliance Insurance Company of Lexington, Kentucky and as Assistant to the President of First Alliance Corporation and Mid American Alliance Corporation. He was President of Alliance Insurance Management from 2001 to 2003.

**William S. Lay** has been a member of the Board of Directors since 2007. He has been First Trinity's Vice President, Chief Investment Officer since March 2011 and served as Chief Financial Officer from April of 2007 through June 2010 and Secretary and Treasurer from April 2007 through March 2011. He also serves as an Officer and Director of TLIC, FBLIC, FTCC, TRCC and RCC. For the past six years, Mr. Lay has been a financial officer and business consultant, specializing in corporate financial and consulting services for small sized entrepreneurial companies. Prior to that, Mr. Lay was an officer and director of numerous life insurance companies and also has experience in business acquisitions, mergers and reorganizations.

**Bill H. Hill** has been a member of the Board of Directors since inception in 2004. He also serves as a Director of TLIC, FBLIC and FTCC. He was President of Eastern Oklahoma State College, in Wilburton, OK from 1986-2000. He retired in 2000 and has been a rancher since that time.

**Will W. Klein** has been a member of the Board of Directors since 2011. He also serves as a Director of TLIC, FBLIC and FTCC. He has been Chief Executive Officer of SkyMed International, Inc. since 1993. Mr. Klein was named to The Order of Canada in 1983, the country's highest civilian honor.

**Gerald J. Kohout** has been a member of the FBLIC Board of Directors since 2013. He also has served as a Director of FTFC, TLIC and FTCC since 2015. He is a retired officer and director of numerous life and health insurance companies spanning a period of several decades. Mr. Kohout has extensive experience in the administrative operations of life and health insurance companies with significant experience in business mergers, acquisitions, logistics and reorganizations.

**Charles W. Owens** has been a member of the Board of Directors since inception in 2004. He is a Director of TLIC, FBLIC and FTCC. Mr. Owens has served as the President and Owner of Tinker Owens Insurance and Marketing Services since its inception in 1988.

**George E. Peintner** has been a member of the Board of Directors since inception in 2004. He is a Director of TLIC, FBLIC and FTCC. Mr. Peintner is the Owner of Peintner Enterprises. Peintner Enterprises is a Marketing Company established in 1980.

**Gary L. Sherrer** has been a member of the Board of Directors since inception in 2004. He is a Director of TLIC, FBLIC and FTCC. He is an Assistant Vice President for External Affairs for the Division of Agricultural Sciences and Natural Resources for Oklahoma State University. Mr. Sherrer was Assistant Chief Executive Officer of KAMO Power from 2001 through 2004. Prior to his position as Assistant Chief Executive Officer, Mr. Sherrer held the position of Chief Administrative Officer for seven years at KAMO Power.

There are no family relationships between directors or officers.

### **Board Meetings and Committees**

The Board of Directors of First Trinity held four meetings during 2015. The meetings were held on call and there was an organizational meeting following the Annual Meeting. During 2015, the Board of Directors had a standing Audit Committee, Compensation Committee, Nomination and Corporate Governance Committee and Investment Committee.

All directors attended all of the four Board of Directors meetings held during 2015 either in person or by phone. The Company encourages, but does not require, its board members to attend the Annual Meeting. In 2015, six directors attended the Annual Meeting. First Trinity plans to schedule future annual meetings so that at least a majority of its directors can attend the Annual Meeting.

### **Code of Conduct and Ethics**

The Company has a Code of Conduct and Ethics (“Code”) applicable to all directors and employees, including our Chairman of the Board, Chief Executive Officer and other senior executives, to help ensure that our business is conducted in accordance with high standards of ethical behavior. The Code is published on our website at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com) under “Corporate Governance.”

### **Communication with the Board of Directors**

Shareholders and other interested parties can communicate with the Board of Directors, including the non-management directors, either by writing to First Trinity Financial Corporation, Board of Directors, Attention: Corporate Secretary, 7633 East 63<sup>rd</sup> Place, Suite 230, Tulsa, Oklahoma 74133-1246 or by calling 1-888-883-1499. An independent third-party service answers all calls to this toll-free telephone number and passes the caller’s information on to our External and Independent General Counsel, who in turn transmits the information confidentially to the appropriate member of the Board of Directors. Communications may be anonymous or confidential. Complaints relating to the Company’s accounting, internal accounting controls or auditing matters will be referred to the Chairman of the Audit Committee. Other concerns will be referred to the Chairman of the Board of Directors. All shareholder-related complaints and concerns will be received, processed and acknowledged by the Company’s Board of Directors. Further information regarding communications with the Board of Directors may be found at the Company’s website, [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com) under “Corporate Governance.”

## **Audit Committee**

The Audit Committee of the Board of Directors is currently composed of four directors: Will W. Klein (chairman), Bill H. Hill, Gerald J. Kohout and Gary L. Sherrer, each of whom is determined to be an independent director as the term is defined by the NASDAQ listing standards. The Board of Directors has also determined that Mr. Klein qualifies as an "audit committee financial expert," as defined in applicable SEC rules.

The Audit Committee met four times during 2015. The Audit Committee was established by the Board of Directors in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 to oversee the Company's financial reporting process, the system of internal financial controls and audits of its financial statements. The Audit Committee (1) provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements, (2) assists the Board of Directors in oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent public accounting firm's qualifications, independence and performance, and the Company's internal accounting and financial controls and (3) provides to the Board of Directors such information and materials as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors, which is available in the "Corporate Governance" section of the Company's website at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com).

## **Compensation Committee**

The Compensation Committee is currently composed of four directors: George E. Peintner (Chairman), Bill H. Hill, Gerald J. Kohout and Will W. Klein, each of whom is determined to be an independent director as the term is defined by the NASDAQ listing standards. The Compensation Committee met three times during 2015. The Compensation Committee reviews and approves the compensation and benefits for the Company's executive officers and performs such other duties as may from time to time be determined by the Board of Directors. The Compensation committee acts pursuant to a written Charter adopted by the Board of Directors, which is available in the "Corporate Governance" section of the Company's website at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com).

## **Nominating and Corporate Governance Committee**

The Board of Directors provided for a Nominating and Corporate Governance Committee at its April 18, 2007 meeting. This committee meets on call and submits recommendations to the Board of Directors for members of the Board to be submitted to the shareholders for election. The Nominating and Corporate Governance Committee, which currently consists of independent (as the term is defined by the NASDAQ listing standards) directors Charles W. Owens (Chairman) and Gary L. Sherrer and non-independent director William S. Lay, met one time in 2015. The Nominating and Corporate Governance committee acts pursuant to a written Charter adopted by the Board of Directors, which is available in the "Corporate Governance" section of the Company's website at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com). The Nominating Committee considers individuals recommended by Company shareholders. Such recommendations should be submitted to the Secretary of the Company at least 120 days before the date on which the Company first mailed its proxy materials for the prior year's Annual Meeting. In considering nominees, the Committee should address the performance and contribution of incumbent directors, as well as the qualifications of new nominees.

## **Director Compensation**

Effective January 1, 2016, Directors who are not employees of the Company receive a \$3,500 annual retainer paid quarterly, \$2,500 plus expenses for each Board of Directors meeting attended in person, \$500 for each meeting in which they participate telephonically and \$500 for any committee meeting they attend not held in conjunction with a Board of Directors' meeting. Effective January 1, 2016, committee chairmen who are not employees will receive a \$3,500 annual retainer paid quarterly. Also effective January 1, 2016, Directors who are not employees, would have the following increases in directors compensation: for each \$50,000,000 in asset growth of the Company beyond \$250,000,000, there would be an annual retainer increase of \$1,000, a meeting attendance in person increase of \$500 and an increase in the annual compensation of committee chairmen of \$1,000.

The Director Compensation Table for 2015 is set forth below.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Bill H. Hill	12,500	-	-	-	-	-	12,500
Will W. Klein	15,000	-	-	-	-	-	15,000
Gerald J. Kohout	12,500	-	-	-	-	-	12,500
Charles W. Owens	11,000	-	-	-	-	-	11,000
George E. Peintner	14,000	-	-	-	-	-	14,000
Gary L. Sherrer	12,500	-	-	-	-	-	12,500

**PROPOSAL TWO:  
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed Kerber, Eck & Braeckel LLP (“KEB”) as the independent registered public accounting firm of the Company for the year ending December 31, 2016. Although ratification by shareholders is not required by law, the Board of Directors has determined that it is desirable to request ratification of this selection by the shareholders. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint a new independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of the Company and its stockholders. If the stockholders do not ratify the appointment of KEB, the Audit Committee may reconsider its selection. KEB has audited the Company’s financial statements since the Company’s inception. No representative of KEB is expected to be present at the Annual Meeting.

**Accounting Fees**

The following table shows the fees paid or accrued by the Company for the audit and other services provided by KEB.

	Years Ended December 31,	
	2015	2014
Audit Fees	\$ 98,825	\$ 94,991
Audit Related Fees	33,000	32,250
Tax Fees	8,000	7,250
All Other Fees	-	250
<b>Total</b>	<b>\$ 139,825</b>	<b>\$ 134,741</b>

Audit fees primarily represent fees for financial services provided in connection with the audit of the Company’s consolidated financial statements, statutory financial statements of TLIC and FBLIC statements of review of quarterly and annual financial statements and SEC Forms 10-K, 10-Q and 8-K.

**Pre-Approval of Audit and Non-Audit Services**

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Prior to engaging our independent registered public accounting firm to render an audit or permissible non-audit services, the Audit Committee specifically approves the engagement of our independent registered public accounting firm to render that service. Accordingly, we do not engage our independent registered public accounting firm to render audit or permissible non-audit services pursuant to pre-approval policies or procedures or otherwise, unless the engagement to provide such services has been approved by the Audit Committee in advance. As such, the engagement of KEB to render 100% of the services described in the categories above was approved by the Audit Committee in advance of the rendering of the services.

## **REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

The Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2015 with the Company's management. The Company's management has primary responsibility for the Company's financial reporting process and internal controls as well as preparation of the Company's consolidated financial statements. The independent registered public accounting firm is responsible for performing an audit in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) to obtain reasonable assurance that the Company's consolidated financial statements are free from material misstatement and expressing an opinion on the conformity of such financial statements with accounting principles generally accepted in the United States. The Audit Committee is responsible for overseeing and monitoring the independent registered accounting firm's audit process on behalf of the Board of Directors.

The Audit Committee has discussed with KEB, the Company's independent registered public accounting firm for the year ended December 31, 2015, the matters required to be discussed by PCAOB Auditing Standard No. 16, "Communications with Audit Committees" as amended and adopted by PCAOB. PCAOB Auditing Standard No. 16 requires an auditor to discuss with the Audit Committee, among other things, the auditor's judgments about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting.

The Audit Committee has also received the written disclosures and the letter from KEB required by PCAOB Rule 3526, "Communication with Audit Committees Concerning Independence," and has discussed with KEB its independence from FTFC.

Based on the review and discussions referred to above, the Audit Committee recommended to FTFC's Board of Directors that the audited financial statements be included in FTFC's Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the Securities and Exchange Commission.

### **AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

Will W. Klein, Chairman  
Bill H. Hill  
Gerald J. Kohout  
Gary L. Sherrer

In accordance with the rules of the Commission, this report is not to be deemed "soliciting material," or deemed to be "filed" with the Commission or subject to the Commission's Regulation 14A, other than as provided in Item 407 of Regulation S-K, or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference in documents otherwise filed.

### **BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT**

The Company's Board of Directors is currently composed of eight members. Six members are independent and two members (i.e., Mr. Zahn and Mr. Lay) are executive officers of the Company.

Mr. Zahn serves as both the principal officer of the Company in his role as President and Chief Executive Officer and Chairman of the Board of Directors. The Company does not have a lead independent director. The Company has determined that this leadership structure (combining the principal executive officer and chairman into one position in 2011) is appropriate since the Company initially formed a financial holding company and raised capital by intrastate private and public offerings in the state of Oklahoma through the sale of shares with the purpose of establishing a life insurance company and premium financing company. The Company has since grown by acquisition and by the production of life insurance policies and annuity contracts. In 2011, the Board of Directors elected Gregg E. Zahn Chairman. Having Mr. Zahn in these dual roles as principal executive officer and chairman has galvanized the Company's focus on its vision and mission as it grew to over \$269,000,000 of assets as of December 31, 2015.

The Board of Directors is elected by the shareholders to oversee management and to ensure that the long-term interests of the shareholders are being served. In considering the long-term interests of shareholders, the Board recognizes the importance of considering and addressing the interests of the Company's other major constituents, including policyholders, employees and the communities in which the Company conducts its business. To fulfill this oversight function, the Company's Board of Directors holds at least four regularly scheduled meetings during the year, at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. In addition to its general oversight of management, the Board of Directors or its Committees also perform a number of specific functions, including:

- reviewing, advising, approving and monitoring fundamental financial and business strategies and major corporate actions;
- assessing major risks facing the Company, and reviewing options for their mitigation;
- selecting, evaluating and compensating executive management and overseeing executive management succession planning;
- providing advice and counsel to executive management;
- providing counsel and oversight on the selection, evaluation, development and compensation of senior management; and
- ensuring processes are in place for maintaining the integrity of the Company, including the integrity of the financial statements.

### SECURITY OWNERSHIP

The following table sets forth the beneficial ownership of the Company's common stock as of the Record Date (i) by all persons known to the Company, based on statements filed by such persons pursuant to Section 13(d) or 13(g) of the exchange act, to be the beneficial owners of more than 5% of FTFC's common stock, (ii) by the executive officers named in the Summary Compensation Table under "Executive Compensation", (iii) by each director, and (iv) by all current directors and executive officers as a group.

Name	Common Stock Beneficially Owned (1)	Percentage Beneficially Owned (1)
Gregg E. Zahn	497,811	6.38%
William S. Lay	22,050	*
Bill H. Hill	31,789	*
Charles W. Owens (2)	48,510	*
George E. Peintner	46,518	*
Gary L. Sherrer	45,019	*
All directors and executive officers as a group (6 persons)	691,697	8.86%

\* represents less than 1%

- (1) As of March 21, 2016, there are 7,802,593 shares issued and outstanding and entitled to vote.
- (2) Includes 4,410 shares jointly owned by Mr. Owens and his children.

### EXECUTIVE COMPENSATION

The Compensation Committee assists the Board of Directors in overseeing the management of the Company's compensation and benefits program, chief executive officer performance and executive development and succession efforts. In addition, they oversee the evaluation of management and compensation of the officers of the Company.

The primary objective of our compensation program is to offer executive officers competitive compensation packages that will permit the Company to attract and retain individuals with superior abilities and to motivate and reward such individuals in an appropriate manner in the long-term interest of the Company and its shareholders.

Management provides recommendations to the Compensation Committee regarding most compensation matters, including executive compensation; however, the Compensation Committee does not delegate any of its functions to others in setting compensation. The Company does not currently engage any consultant related to executive compensation matters.

The Company's compensation program for executive officers consists of base salary, consideration for annual bonuses, 401(k) plan and life, health and dental insurance coverage. These elements are intended to provide an overall compensation package that is commensurate with the Company's financial resources, that is appropriate to assure the retention of experienced management personnel and that aligns their financial interest with those of our shareholders.

**Base Salary:** Salary levels recommended by the Compensation Committee are intended to be competitive with salary levels of similarly situated companies, commensurate with the executive officers' respective duties and responsibilities, and reflect the financial performance of the Company. Annual salary increases are considered based on the same criteria.

**Cash Bonuses:** Bonus amounts are based on individual performance and are intended to reward superior performance. The Compensation Committee may also take into account additional considerations that it deems appropriate. Bonuses are discretionary and there is no formal bonus plan in place.

The following Summary Compensation Table sets forth the compensation of the executive officers compensation that exceeded \$100,000.

#### Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	All Other Compensation (\$) <sup>(4)</sup>	Total (\$)
Gregg E. Zahn (1) President and Chief Executive Officer	2015	357,304	346,276	13,200	716,780
	2014	337,080	244,466	13,200	594,746
Jeffrey J. Wood (2) Chief Financial Officer, Secretary and Treasurer	2015	240,000	-	-	240,000
	2014	225,000	-	-	225,000
William S. Lay (3) Vice President and Chief Investment Officer	2015	134,087	-	-	134,087
	2014	85,677	-	-	85,677

(1) Mr. Zahn was elected President and Chief Executive Officer on October 4, 2007.

(2) Mr. Wood was elected Chief Financial Officer in June 2010 and Secretary and Treasurer in March 2011.

(3) Mr. Lay was elected Vice President and Chief Investment Officer in March 2011.

(4) This amount is an auto allowance

#### Employment Agreements

**Gregg E. Zahn** entered into an employment agreement with FTFC on June 7, 2010, with amendments on December 8, 2011, October 8, 2012 and April 9, 2013. The April 9, 2013, amendment was retroactive to January 1, 2013. The employment agreement and amendments were reported by the Company in its Reports on Form 8-K filed on June 11, 2010, December 13, 2011, October 10, 2012, and April 11, 2013, respectively. The employment agreement dated June 7, 2010, effective and retroactive to May 1, 2010, contained the terms and conditions of the agreement. The most recent amended agreement is for a term through April 30, 2014 with automatic one-year extensions each year on May 1 and is subject to earlier termination based on disability, death, termination by the Company, with or without cause.

Under the April 9, 2013, amendment:

- Mr. Zahn's annual salary of \$300,000 will increase annually on January 1<sup>st</sup> of each year by 6% (retroactive to January 1, 2013) during 2013 and in subsequent years as follows: 2013 - \$318,000; 2014 - \$337,080; 2015 - \$357,304; 2016 - \$378,742; and 2017 - \$401,466. Mr. Zahn's base salary will be revisited when the Company's assets reach \$500,000,000;
- Mr. Zahn will receive an asset growth bonus (with assets measured using the U.S. GAAP basis of accounting) as follows: \$200,000 bonus when the Company's assets reach \$200,000,000; \$250,000 bonus when the Company's assets reach \$250,000,000; \$300,000 bonus when the Company's assets reach \$300,000,000; \$350,000 bonus when the Company's assets reach \$350,000,000; \$400,000 bonus when the Company's assets reach \$400,000,000; \$450,000 bonus when the Company's assets reach \$450,000,000 and \$500,000 bonus when the Company's assets reach \$500,000,000. More than one asset growth bonus can be reached in any given year. Mr. Zahn's asset growth bonus will be revisited when the Company's assets reach \$500,000,000; and
- Mr. Zahn will receive a net profit bonus of 5% of the net income (with operating results measured using the U.S. GAAP basis of accounting) of the Company each year after completion of the audit and the filing of the Company's Form 10-K. The net profit bonus will be capped at 200% of Mr. Zahn's base salary for the year the net profit bonus was calculated. The initial net profit bonus was calculated for the year ended December 31, 2012.

Mr. Zahn also receives an auto allowance that was raised from \$850 to \$1,100 during 2012. He is entitled to participate in the Company's employee benefit plans available to other executives. Amounts payable, as of December 31, 2015, in the event of Mr. Zahn's termination of employment by the Company not for cause or for good reason is \$714,608.

**William S. Lay** entered into an employment agreement dated December 12, 2015, with the Company, effective January 1, 2016. The December 12, 2015 agreement is for a term through December 31, 2018 and is subject to earlier termination based on disability, death, termination by the Company, with or without cause. Mr. Lay's base salary will be \$31,250 for working 330 hours in 2016, 2017 and 2018. Any additional hours beyond 330 in 2016, 2017 and 2018 will be reimbursed at \$95 per hour. The employment agreement was reported in the Company's Report on Form 8-K filed on December 14, 2015. He is entitled to participate in the Company's employee benefit plans available to other executives. He is eligible for a bonus at the discretion of the Compensation Committee and the Board of Directors, based on performance. Amounts payable, as of December 31, 2015, in the event of Mr. Lay's termination of employment by the Company not for cause or for good reason is \$93,750

**Jeffrey J. Wood** entered into an employment agreement dated December 8, 2011 with the Company, effective and retroactive to August 1, 2011. The agreement is for a term through December 31, 2013 with automatic one-year extensions each year on December 31 and is subject to earlier termination based on disability, death, termination by the Company, with or without cause. Mr. Wood's base salary of \$200,000 effective August 1, 2011 was increased to \$225,000 per year pursuant to an amendment to his employment agreement as of April 9, 2013, and effective as of January 1, 2013. The amendment was reported in the Company's Report on Form 8-K filed on April 11, 2013. Mr. Wood's base salary of \$225,000 retroactively effective January 1, 2013 was increased to \$240,000 per year pursuant to an amendment to his employment agreement as of December 23, 2015, and effective as of January 1, 2015. The amendment was reported in the Company's Report on Form 8-K filed on December 28, 2015. Mr. Wood's base salary of \$240,000 retroactively effective to January 1, 2015 was increased to \$255,000 per year pursuant to an amendment to his employment agreement as of February 26, 2016, and effective as of January 1, 2016. This annual salary of \$255,000 will increase annually beginning January 1, 2017 by 3%. The amendment was reported in the Company's Report on Form 8-K filed on February 29, 2016. He is entitled to participate in the Company's employee benefit plans available to other executives. He is eligible for a bonus at the discretion of the Compensation Committee and the Board of Directors, based on performance. Amounts payable, as of December 31, 2015, in the event of Mr. Wood's termination of employment by the Company not for cause or for good reason is \$255,000.

**2015 Compensation Disclosure Ratio of the Median Annual Total Compensation of All Company Employees to the Annual Total Compensation of the Company’s Chief Executive Officer**

The 2015 compensation disclosure ratio of the median annual total compensation of all Company employees to the annual total compensation of the Company’s chief executive officer is as follows:

Category	2015 Total Compensation and Ratio
Median annual total compensation of all employees (excluding Gregg E. Zahn)	\$ 87,538
Annual total compensation of Gregg E. Zahn, Chief Executive Officer	\$ 716,780
Ratio of the median annual total compensation of all employees to the Annual total compensation of Gregg E. Zahn, Chief Executive Officer	12.21%

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act (“Section 16(a)”) requires the Company’s executive officers and directors, and certain persons who own more than 10% of a registered class of the Company’s equity securities (“10% Stockholders”), to file reports of ownership on Form 3 and changes in ownership on Forms 4 or 5 with the SEC. Such executive officers, directors and 10% Stockholders are also required by SEC rules to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such reports furnished to the Company and written representations that no other reports were required to be filed during 2016, the Company believes that its executive officers, directors and 10% Stockholders have complied with all Section 16(a) filing requirements applicable to them.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The Company’s Compensation Committee is currently composed of Mr. Peintner (chairman), Mr. Hill, Mr. Kohout and Mr. Klein. No interlocking relationship exists between any member of the Company’s Compensation Committee and any member of the compensation committee of any other company, nor has any such interlocking relationship existed in the past. No member of the Compensation Committee is or was formerly an officer or an employee of the Company.

**COMPENSATION DISCUSSION AND ANALYSIS (CD&A)**

The following Compensation Discussion and Analysis ("CD&A") describes the material elements of compensation for executive officers identified in the Summary Compensation Table.

**Compensation Philosophy**

The Compensation Committee, composed of four independent directors, is responsible for implementing our compensation philosophy for directors, executive officers and employees. Our goal is to ensure we employ qualified, experienced executive officers whose financial interests are aligned with that of our shareholders. Because we do believe a systematic pattern exists between executive compensation and performance, our compensation philosophy is structured to "motivate" managerial behaviors through a combination of base and incentive compensation.

Another of our objectives is to acquire and retain people of integrity who take pride in delivering positive results. The final objective, due to our philosophy to outsource many functions and retain a low number of full-time and part-time employees, requires us to have executive officers that are able to perform and have an intimate knowledge of a combination of executive, actuarial, accounting, operating and other understandings inherent in supervising and growing a successful life insurance company.

## **Overview of Compensation Program**

Our compensation consists of salary, bonuses, allowances and benefit plans generally administered equally for all qualified Company employees. The Compensation Committee establishes a salary for each senior executive based on long-term corporate objectives, competitive industry practices and each executive officer's contributions. The Compensation Committee seeks to ensure executive compensation is reasonable, fair and competitive. In order to make this determination, toward the end of each calendar year, the Compensation Committee generally evaluates the Company's performance and then conducts a similar exercise with respect to a group of comparable companies.

### **"Say-on-Pay" and "Say-When-on-Pay"**

We believe our compensation philosophy and structure is fair for our executive officers. Shareholders will not find complex compensation formulas to evaluate and approve. However, to retain our limited number of corporate executives, we generally allow a minimum of one year to a maximum of 2.99 years of compensation in the event of termination of employment by the Company not for cause or for good reason. Our straightforward and simplified approach to executive compensation insulates our shareholders from the types of corporate excesses which led to the enactment of "Say-on-Pay" and "Say-When-on Pay." We believe our compensation solution favorably serves our shareholders on matters of executive pay.

### **Compensation Performance Analysis**

Our executive management team is led by Gregg E. Zahn and Jeffrey J. Wood who are full-time employees and William S. Lay who is a part-time employee. The Compensation Committee conducted a review of the performance of Gregg E. Zahn, Jeffrey J. Wood and William S. Lay for the year 2015. This review included an evaluation of the progress made towards the attainment of our corporate objectives and the role these individuals played in meeting those objectives. The review also included a broad-based comparison of salaries with senior executives of other publicly traded life insurance companies.

Due to being a smaller public reporting company and that our common stock is not publicly traded, it is difficult to find public life insurance companies that are comparable to us. Despite the continuing global economic uncertainty, other market related factors for the majority of 2015 and the filing of life insurance policies and annuity contracts and certificates of authority for the expansion of marketing and licensing opportunities for FBLIC into additional states, seeking out investment opportunities with higher yields and pursuing acquisition and growth opportunities, the Company experienced increases in assets and revenues of \$50,128,674 and \$4,022,471, respectively, in 2015 as compared to 2014.

The Company's performance in 2015 reflected the business philosophy and leadership of Gregg E. Zahn, Jeffrey J. Wood and William S. Lay. Giving consideration to these factors, the Compensation Committee was encouraged by executive management's demonstrated leadership. The Compensation Committee considers Gregg E. Zahn, Jeffrey J. Wood and William S. Lay to be valuable executive officers in implementing our corporate objectives.

Gregg E. Zahn continues to lead the Company in accordance with the ideals and philosophies of acquisition of companies and organic growth of the life insurance and annuity business coupled with the ultimate goal of establishing a public traded stock. Jeffrey J. Wood reports to Gregg E. Zahn and leads the daily financial operations of the Company in accordance with those same ideals and philosophies. William S. Lay reports to Gregg E. Zahn and leads the investment operations of the Company in accordance with those same ideals and philosophies. In 2015, Gregg E. Zahn, Jeffrey J. Wood and William S. Lay met and exceeded the subjective expectations of our Board of Directors and shareholders.

The Compensation Committee remains cautious about its responsibility to shareholders in setting executive compensation during difficult market conditions and has asked executive management to focus on continued asset growth and profitability. Gregg E. Zahn received an increase in base salary to \$357,304 in 2015, received a \$346,276 bonus in 2015 related to the profitable 2015 operating results of the Company and the Company's exceeding \$250,000,000 in assets and also received an automobile allowance of \$13,200. Jeffrey J. Wood was compensated in 2015 with a base salary of \$240,000. William S. Lay's employment agreement was renewed for three years in late 2015 and now is effective through December 31, 2018 and was compensated \$134,087 in 2015.

## **Compensation Comparables**

To assist in establishing the compensation for 2015, the Compensation Committee utilized independent sources to identify "comparables" within the life insurance industry. We believe a comparable is a point of reference for measurement, but not the determinative factor for our executives' compensation. Because the comparative compensation information is one of several analytic tools used in setting executive compensation, the Compensation Committee has discretion in determining the manner and extent of its use.

Three comparables were selected for discussion of 2015 salaries. These comparables were: Atlantic American Life and Health, National Security Group and Midwest Holdings, Inc. However, each of these comparable companies has different operating activities and product mixes compared to FTFC but there is insufficient public information available on compensations for life insurance companies closer to our size. We also analyzed the results of Investors Heritage Life Insurance Company, Citizens, Inc. and Securities National Financial Corporation. These last three companies are larger than us in size but we are familiar with their operations and executives due to third party administrative services arrangements, prior employment history and participation in national life insurance associations. Data obtained on each comparable company included total assets, liabilities, shareholders' equity, revenues, benefits and expenses, taxes and net income.

Compensation data found on these comparables was limited to only those individuals for whom compensation information was disclosed publicly. As a result, the data typically included only the most highly compensated officers at each company as of their latest public filing. Generally, this correlated to the Chairman/CEO, President and the individuals who are chief level officers (Chief Financial Officer, Chief Operating Officer and Chief Investment Officer) or the equivalent with us.

## **Comparative Compensation Analysis**

The overall results of the comparables study provided additional information for the Compensation Committee to consider. As noted above, the Compensation Committee reviewed a number of factors within the comparable companies; however, with the focus on base salary compensation.

Based on the Compensation Committee's analysis, the recommended 2015 base salary compensation for Gregg E. Zahn, our Chairman, President and Chief Executive Officer, and Jeffrey J. Wood, our Chief Financial Officer, Secretary and Treasurer, was determined to be low by the Compensation Committee, especially in light of the many roles that they perform for our Company. These amounts are significantly lower than both the base compensation and total compensation for the comparable companies. In analyzing these factors, the Compensation Committee concluded that \$357,304 is a low base salary compensation for our Chairman, President and Chief Executive Officer and \$240,000 is also a low base salary compensation for our Chief Financial Officer. However, the Compensation Committee believes that through the use of appropriate bonuses and other incentives, these compensation shortages can be managed most efficiently and effectively using Company asset growth and profitability as measurement standards.

The Compensation Committee followed a similar but less elaborate, process with respect to comparing the compensation for William S. Lay in his role as Vice President and Chief Investment Officer and as a part-time employee. William S. Lay has extensive experience in the life insurance industry and contributes unique skills in Company management, operations, investment analysis and merger and acquisition activities. His salary was not objectively determined, but instead reflected his contractual pay that was established in late 2015 at a level the Compensation Committee concluded was appropriate based upon our compensation philosophy and his experience and tenure.

## **Board Process and Conclusion**

The Board of Directors discussed the Compensation Committee's recommended 2015 compensation and adopted the recommendations as proposed. The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement, which the Board of Directors approved.

**COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS**

George E. Peintner, Chairman  
Bill H. Hill  
Will W. Klein  
Gerald J. Kohout

**NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S  
NAMED EXECUTIVE OFFICERS  
AND  
NON-BINDING ADVISORY RESOLUTION ON THE FREQUENCY OF THE ADVISORY VOTE ON THE  
COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

At the 2014 Annual Meeting of the shareholders of the Company held on May 21, 2014, the Company's shareholders cast non-binding advisory votes on the compensation of our Named Executive Officers and whether the vote on the compensation paid to our Named Executive Officers must occur every one, two or three years.

The total number of votes eligible to be cast at the May 21, 2014 Annual Meeting of the Shareholders of the Company, determined at the close of business on March 24, 2014, the record date fixed by the Company's Board of Directors for determination of the number of votes that may be cast at said Meeting and of those persons entitled to notice of and to vote at said Meeting, was 7,738,414. Shareholders were present at said Meeting, in person or by proxy, entitled to cast 4,012,120 votes. Since there were more than 50% of the total number of votes to be cast by shareholders at said Meeting, either in person or by proxy, a quorum was present for the transaction of business.

The Company's shareholders present at said Meeting, in person or by proxy, approved a non-binding advisory resolution regarding the compensation of the Company's Named Executive Officers ("Say-On-Pay"), as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the related disclosures contained in the Proxy Statement dated March 26, 2014.

The votes were cast as follows:

	<u>Total</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Net Votes For</u>
Proposal: Say-On-Pay	4,012,120	196,970	239,223	3,575,927

The Company's shareholders present at said Meeting, in person or by proxy, also approved a non-binding advisory resolution regarding the frequency of the advisory vote on compensation of Named Executive Officers ("Say-When-On-Pay") to be every three years. The votes were cast as follows:

	<u>Total</u>	<u>Votes 1 Year</u>	<u>Votes 2 Years</u>	<u>Votes 3 Years</u>	<u>Votes Abstained</u>
Proposal: Say-When-On-Pay	4,012,120	1,321,093	478,999	1,867,688	344,340

Based upon the above proposals voted on at the May 21, 2014 Annual Meeting of shareholders, the next non-binding advisory votes on the compensation of our Named Executive Officers and whether the vote on the compensation paid to our Named Executive Officers must occur every one, two or three years will not take place until May 2017.

## **ANNUAL REPORT**

Please refer to the Company's 2015 Annual Report on Form 10-K for financial statements, other financial information and management's discussion and analysis of the financial condition and results of operations of the Company that is available without charge at [www.firsttrinityfinancial.com](http://www.firsttrinityfinancial.com). If you desire to have an Annual Report mailed to you, please make a telephone request to (918) 249-2438.

## **OTHER MATTERS**

The Board of Directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote shares they represent in accordance with their own judgment on such matters.

## **OTHER INFORMATION**

A shareholder desiring to submit a proposal for inclusion in First Trinity's Proxy Statement for the year 2017 Annual Meeting must deliver the proposal so that it is received by First Trinity no later than December 31, 2016. You must submit your proposal in writing to the Secretary of the Company at 7633 East 63rd Place, Suite 230, Tulsa, Oklahoma 74133-1246. Only proposals meeting the requirements of applicable Securities and Exchange rules will be considered for inclusion in First Trinity's Proxy Statement.

**BY ORDER OF THE BOARD OF DIRECTORS  
FIRST TRINITY FINANCIAL CORPORATION**

**/s/ Jeffrey J. Wood**

**Jeffrey J. Wood  
Chief Financial Officer, Secretary and Treasurer  
Tulsa, Oklahoma  
March 22, 2016**