

ST JOE CO
Form 8-K
May 19, 2016

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 17, 2016

The St. Joe Company
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|-------------------------------------|--|
| Florida (State or Other Jurisdiction of Incorporation) | 1-10466 (Commission File Number) | 59-0432511 (IRS Employer Identification No.) |
|--|-------------------------------------|--|

| | |
|--|---------------------|
| 133 South WaterSound Parkway WaterSound, Florida (Address of Principal Executive Offices) | 32413 (Zip Code) |
|--|---------------------|

(850) 231-6400
(Registrant's telephone number, including area code)

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:

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))

Item 5.07 Submission of Matters to Vote of Security Holders.

On May 17, 2016, the Company held its 2016 Annual Meeting of Shareholders (the “2016 Annual Meeting”). At the 2016 Annual Meeting, the Company’s shareholders voted on (i) the election of seven director nominees (Proposal 1), (ii) the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2016 fiscal year (Proposal 2), and (iii) the approval, on an advisory basis, of the compensation of the Company’s named executive officers (Proposal 3). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees for a term of office expiring at the 2017 Annual Meeting of Shareholders and, in each case, until his successor is duly elected and qualified.

| Director Nominee | For | Against | Abstain | Broker Non-Vote |
|-----------------------|------------|------------|---------|-----------------|
| Cesar L. Alvarez | 43,548,876 | 20,990,323 | 98,514 | 6,476,279 |
| Bruce R. Berkowitz | 62,963,738 | 1,576,809 | 97,166 | 6,476,279 |
| Howard S. Frank | 62,792,868 | 1,746,469 | 98,376 | 6,476,279 |
| Jorge S. Gonzalez | 62,952,684 | 1,586,341 | 98,688 | 6,476,279 |
| Stanley Martin | 62,995,616 | 1,543,432 | 98,665 | 6,476,279 |
| Thomas P. Murphy, Jr. | 62,753,211 | 1,787,866 | 96,636 | 6,476,279 |
| Vito S. Portera | 62,806,340 | 1,734,588 | 96,785 | 6,476,279 |

Proposal 2

The shareholders voted in favor of ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2016 fiscal year.

| For | Against | Abstain |
|------------|---------|---------|
| 70,865,786 | 139,772 | 108,434 |

Proposal 3

The shareholders voted in favor of approving, on an advisory basis, the compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|---------|-----------------|
| 51,346,754 | 13,117,248 | 173,711 | 6,476,279 |

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.

THE ST. JOE COMPANY

By: /s/ Marek Bakun
Marek Bakun
Chief Financial Officer

Date: May 19, 2016

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