

AVISTA CORP
Form 8-K
May 14, 2012

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 10, 2012

AVISTA CORPORATION

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of

incorporation)

1-3701
(Commission

File Number)

91-0462470
(I.R.S. Employer

Identification No.)

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1411 East Mission Avenue, Spokane, Washington
(Address of principal executive offices)

99202-2600
(Zip Code)

Registrant's telephone number, including area code:
Web site: <http://www.avistacorp.com>
(Former name or former address, if changed since last report)

509-489-0500

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))

Section 5 Corporate Governance and Management**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2012 Annual Meeting of Shareholders of Avista Corporation (Avista Corp. or the Company) was held on May 10, 2012. Five proposals were submitted to shareholders as disclosed in Avista Corp.'s Definitive Proxy Statement filed on March 30, 2012 four of which were approved. There were 58,627,915 shares of common stock issued and outstanding as of March 9, 2012, the proxy record date, with 52,774,389 shares represented at said meeting. The proposals and the results of the voting are as follows:

Proposal 1: Election of eleven directors, for one-year terms expiring in 2013.

| Director | For | Against | Abstain | Broker Non-votes |
|------------------|------------|-----------|---------|---------------------|
| Erik J. Anderson | 44,853,505 | 619,077 | 410,992 | 6,890,815 |
| Kristianne Blake | 44,910,885 | 658,504 | 314,185 | 6,890,815 |
| Donald C. Burke | 44,951,427 | 504,765 | 427,382 | 6,890,815 |
| Rick R. Holley | 44,954,060 | 502,307 | 427,207 | 6,890,815 |
| John. F. Kelly | 44,138,696 | 1,459,142 | 285,736 | 6,890,815 |
| Rebecca A. Klein | 44,253,534 | 1,341,507 | 288,533 | 6,890,815 |
| Scott L. Morris | 44,564,846 | 1,084,803 | 233,925 | 6,890,815 |
| Michael L. Noël | 44,128,425 | 1,354,480 | 400,669 | 6,890,815 |
| Marc F. Racicot | 44,904,250 | 594,949 | 384,375 | 6,890,815 |
| Heidi B. Stanley | 45,054,977 | 495,530 | 333,067 | 6,890,815 |
| R. John Taylor | 43,984,073 | 1,503,529 | 395,972 | 6,890,815 |

All directors were elected for one-year terms expiring as of the date of the 2013 Annual Meeting of Shareholders as the number of votes cast for exceeded the number of votes against. Abstentions and broker non-votes had no effect on the election.

Proposal 2: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2012.

| For | Against | Abstain | Broker Non-votes |
|------------|---------|---------|---------------------|
| 51,833,011 | 714,202 | 227,176 | N/A |

This proposal was approved as the number of votes cast for exceeded the number of votes against.

Proposal 3: Amendment of the Company's Restated Articles of Incorporation (Articles) to reduce certain shareholder approval requirements. This proposal was separated into two specific proposals according to the current standard required for approval.

Proposal 3A: This proposal would reduce the voting requirements to the holders of the majority of the outstanding shares of common stock (from the current 2/3 requirement) for transactions such as the creation of a new class of stock and the disposition of assets (including mergers).

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|---------------------|
| 43,713,535 | 1,862,716 | 307,323 | 6,890,815 |

Proposal 3A was approved as it received the affirmative vote of the holders of 2/3 of the issued and outstanding shares of Avista Corp. common stock.

Proposal 3B: This proposal would reduce the voting requirements to the holders of the majority of the outstanding shares of common stock (from the current 80 percent requirement contained in the Articles) for certain amendments to the Articles and transactions with an Interested Shareholder (as defined in the Articles).

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| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|---------------------|
| 43,752,928 | 1,840,915 | 289,731 | 6,890,815 |

This proposal was not approved as it did not receive the affirmative vote of the holders of 80 percent of the issued and outstanding shares of Avista Corp. common stock.

Proposal 4: Advisory (non-binding) vote on executive compensation.

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|-----------|---------------------|
| 41,892,245 | 2,481,154 | 1,510,175 | 6,890,815 |

This advisory (non-binding) resolution was approved as the number of votes cast for exceeded the number of votes against. Abstentions and broker non-votes had no effect on the outcome.

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.

AVISTA CORPORATION

(Registrant)

Date: May 14, 2012

/s/ Marian M. Durkin
Marian M. Durkin
Senior Vice President, General Counsel

and Chief Compliance Officer