

ST JOE CO  
Form 8-K  
July 07, 2015

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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):

June 30, 2015

The St. Joe Company

(Exact name of registrant as specified in its charter)

Florida

1-10466

59-0432511

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

133 South WaterSound Parkway, WaterSound,  
Florida

32413

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

850-231-6400

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))



**Top of the Form****Item 2.01 Results of Operations and Financial Condition.**

On June 30, 2015, The St. Joe Company (the Company) issued a press release announcing its preliminary unaudited financial results for the quarter ended June 30, 2015. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On June 30, 2015, the Company held its 2015 Annual Meeting of Shareholders (the 2015 Annual Meeting). At the Annual Meeting, the Company's shareholders approved The St. Joe Company 2015 Performance and Equity Incentive Plan (the 2015 Incentive Plan). A description of the terms and conditions of the 2015 Incentive Plan is set forth in Proposal 4 of the Company's Definitive Proxy Statement for its 2015 Annual Meeting filed with the Securities and Exchange Commission on May 19, 2015, which description is hereby incorporated by reference into this Item 5.02(e).

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

At the 2015 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 2015 fiscal year (Proposal 2), (iii) the approval, on an advisory basis, of the compensation of the Company's named executive officers (Proposal 3), and (iv) the approval of The St. Joe Company 2015 Performance and Equity Incentive Plan (Proposal 4). 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 2016 Annual Meeting of Shareholders and, in each case, until his or her successor is duly elected and qualified.

| <b>Director Nominee</b> | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|-------------------------|------------|----------------|----------------|------------------------|
| Cesar L. Alvarez        | 61,099,332 | 19,418,615     | 375,948        | 7,219,313              |
| Bruce R. Berkowitz      | 68,645,175 | 11,879,064     | 369,656        | 7,219,313              |
| Howard S. Frank         | 68,481,214 | 12,051,345     | 361,336        | 7,219,313              |
| Jeffrey C. Keil         | 68,617,904 | 11,903,698     | 372,293        | 7,219,313              |
| Stanley Martin          | 68,630,349 | 11,891,152     | 372,394        | 7,219,313              |
| Thomas P. Murphy, Jr.   | 68,630,083 | 11,891,526     | 372,286        | 7,219,313              |
| Vito S. Portera         | 68,648,363 | 11,871,381     | 374,151        | 7,219,313              |

**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 2015 fiscal year.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 78,799,649 | 8,922,663      | 390,896        |

**Proposal 3**

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

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 70,995,194 | 9,488,160      | 410,541        | 7,219,313              |

**Proposal 4**

The shareholders voted in favor of approving The St. Joe Company 2015 Performance and Equity Incentive Plan.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 70,924,552 | 9,562,471      | 406,872        | 7,219,313              |

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**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

*July 7, 2015*

By: *Marek Bakun*

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*Name: Marek Bakun*  
*Title: Chief Financial Officer*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release by The St. Joe Company issued on June 30, 2015 announcing its preliminary unaudited financial results for the quarter ended June 30, 2015. |