

POTLATCH CORP
Form 8-K
May 04, 2015

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: May 4, 2015
(Date of Earliest Event Reported)

POTLATCH CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 001-32729 (Commission File Number) | 82-0156045 (I.R.S. Employer Identification Number) |
|---|---------------------------------------|--|

| | |
|---|---------------------|
| 601 W. First Avenue, Suite 1600, Spokane WA (Address of principal executive offices) | 99201 (Zip Code) |
|---|---------------------|

(509) 835-1500
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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 a Vote of Security Holders

On May 4, 2015, Potlatch Corporation (the “Company”) held its 2015 Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in the Company's Proxy Statement filed with the SEC on April 1, 2015. The certified results of the stockholder vote are as follows:

Proposal 1 - Election of Directors

The following individuals were elected to serve as directors to hold office until the 2018 Annual Meeting of Stockholders or until the respective successors are duly elected and qualified.

| Nominee | For | Against | Abstain | Broker non-votes |
|---------------------|------------|-----------|---------|------------------|
| Boh A. Dickey | 29,837,476 | 295,411 | 73,988 | 4,462,630 |
| William L. Driscoll | 29,876,379 | 292,457 | 74,039 | 4,462,630 |
| Eric J. Cremers | 28,951,381 | 1,218,036 | 73,658 | 4,462,430 |

Proposal 2 - Ratification of the Appointment of KPMG, LLP as Independent Auditors for 2015

The stockholders ratified the appointment of KPMG, LLP as the Company's independent auditors for 2015.

| For | Against | Abstain |
|------------|---------|---------|
| 34,353,166 | 224,535 | 127,804 |

Proposal 3 -Approval by non-binding advisory vote of 2014 executive compensation

The stockholders approved the 2014 compensation paid to the company's named executive officers.

| For | Against | Abstain | Broker non-votes |
|------------|---------|---------|------------------|
| 29,457,273 | 687,997 | 97,805 | 4,462,430 |

SIGNATURE

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 4, 2015

POTLATCH CORPORATION

By: /s/ Lorrie D. Scott
Name: Lorrie D. Scott
Title: Vice President, General Counsel
and Corporate Secretary