

PINNACLE WEST CAPITAL CORP
Form 8-K
May 24, 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 18, 2016

| Commission File Number | Exact Name of Registrant as Specified in Charter; State of Incorporation; Address and Telephone Number | IRS Employer Identification Number |
|------------------------|---|------------------------------------|
| 1-8962 | Pinnacle West Capital Corporation (an Arizona corporation) 400 North Fifth Street, P.O. Box 53999 Phoenix, AZ 85072-3999 (602) 250-1000 | 86-0512431 |

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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 18, 2016, at the Annual Meeting of Shareholders, the following items set forth in our Proxy Statement were voted upon:

Item 1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

| | NUMBER OF VOTES | | |
|------------------------------|-----------------|-----------|------------------|
| | FOR | WITHHELD | BROKER NON-VOTES |
| Donald E. Brandt | 79,546,931 | 4,684,646 | 10,111,583 |
| Denis A. Cortese, M.D. | 83,689,604 | 542,373 | 10,111,583 |
| Richard P. Fox | 83,473,857 | 758,120 | 10,111,583 |
| Michael L. Gallagher | 74,519,156 | 9,712,421 | 10,111,583 |
| Roy A. Herberger, Jr., Ph.D. | 81,497,241 | 2,734,736 | 10,111,583 |
| Dale E. Klein, Ph.D. | 83,768,016 | 463,961 | 10,111,583 |
| Humberto S. Lopez | 81,744,775 | 2,486,802 | 10,111,583 |
| Kathryn L. Munro | 80,312,547 | 3,919,430 | 10,111,583 |
| Bruce J. Nordstrom | 81,626,698 | 2,605,279 | 10,111,583 |
| David P. Wagener | 83,750,070 | 481,507 | 10,111,583 |

Item 2. The advisory resolution to approve executive compensation, as disclosed in the 2016 Proxy Statement, was approved, with the following votes cast:

| NUMBER OF VOTES | | | |
|-----------------|-----------|-------------|------------------|
| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
| 78,650,125 | 5,158,902 | 422,950 | 10,111,583 |

Item 3. The appointment of Deloitte & Touche LLP as independent accountants for 2016 was ratified, with the following votes cast:

| NUMBER OF VOTES | | | |
|-----------------|-----------|-------------|------------------|
| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
| 92,836,090 | 1,222,997 | 284,473 | 0 |

Item 4. A shareholder proposal regarding a report on political spending was not approved, with the following votes cast:

| NUMBER OF VOTES | | | |
|-----------------|------------|-------------|------------------|
| FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
| 28,505,399 | 54,181,186 | 1,545,392 | 10,111,583 |

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.

PINNACLE WEST CAPITAL CORPORATION
(Registrant)

Dated: May 24, 2016 By: /s/ James R. Hatfield
James R. Hatfield
Executive Vice President and
Chief Financial Officer