

POTLATCH CORP  
Form 8-K  
May 02, 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: May 2, 2016  
(Date of Earliest Event Reported)

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

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

601 W. First Avenue, Suite 1600, Spokane WA 99201  
(Address of principal executive offices) (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 2, 2016, Potlatch Corporation (the “Company”) held its 2016 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, 2016. 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 2019 Annual Meeting of Stockholders or until the respective successors are duly elected and qualified.

| Nominee            | For        | Against | Abstain | Broker non-votes |
|--------------------|------------|---------|---------|------------------|
| Michael J. Covey   | 31,598,223 | 542,240 | 134,742 | 5,216,844        |
| Charles P. Grenier | 31,934,273 | 214,722 | 126,210 | 5,216,844        |
| Gregory L. Quesnel | 31,944,564 | 205,304 | 125,337 | 5,216,844        |

Proposal 2 - Ratification of the Appointment of KPMG, LLP as Independent Auditors for 2016

The stockholders ratified the appointment of KPMG, LLP as the Company's independent auditors for 2016.

| For        | Against | Abstain |
|------------|---------|---------|
| 37,305,859 | 95,845  | 90,345  |

Proposal 3 - Advisory vote to approve executive compensation

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

| For        | Against | Abstain | Broker non-votes |
|------------|---------|---------|------------------|
| 31,786,313 | 315,357 | 173,535 | 5,216,844        |

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 2, 2016

POTLATCH CORPORATION

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