

HAWAIIAN ELECTRIC INDUSTRIES INC
Form DEF 14A
March 25, 2014

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Hawaiian Electric Industries, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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March 25, 2014

Dear Fellow Shareholder:

On behalf of the Board of Directors, it is my pleasure to invite you to attend the Annual Meeting of Shareholders of Hawaiian Electric Industries, Inc. (HEI). The meeting will be held on HEI's premises in Room 805 on the eighth floor of the American Savings Bank Tower, located at 1001 Bishop Street, Honolulu, Hawaii, on Wednesday, May 7, 2014, at 9:30 a.m., Honolulu time. A map showing the location of the meeting site appears on the last page of the Proxy Statement.

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the business to be conducted during the meeting. In addition, we will review certain significant events that took place in 2013 and their impact on the Company and on you as a shareholder of HEI. HEI officers and Board members will be available before the meeting to talk with you and answer questions.

Your vote is very important. Whether or not you attend the meeting in person, and no matter how many shares you own, it is important that your views be represented. **Please vote your shares by signing and returning your proxy card or using telephone or internet voting. Instructions on how to vote are on pages 2-3.**

The Board and management team of HEI would like to express our appreciation to you for your confidence and support. I look forward to seeing you at the Annual Meeting in Honolulu.

Sincerely,

Constance H. Lau
President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING

Date and Time	Wednesday, May 7, 2014, at 9:30 a.m., Honolulu time.
Place	American Savings Bank Tower, 1001 Bishop Street, 8th floor, Room 805, Honolulu, Hawaii 96813.
Items of Business	<ol style="list-style-type: none">1. Election of three Class III directors for a three-year term expiring at the 2017 Annual Meeting of Shareholders.2. Advisory vote to approve HEI's executive compensation.3. Approval of the 2010 Equity and Incentive Plan as amended and restated.4. Ratification of the appointment of PricewaterhouseCoopers LLP as HEI's independent registered public accounting firm for 2014.
Record Date	February 27, 2014.
Annual Report	The 2013 Annual Report to Shareholders, which is not a part of the proxy solicitation materials, has been mailed or made available electronically along with this Notice and accompanying Proxy Statement.
Proxy Voting	<p>Shareholders of record may appoint proxies and vote their shares in one of four ways:</p> <ul style="list-style-type: none">Via the InternetBy telephoneBy mailIn person <p>Shareholders whose shares are held by a bank, broker or other financial intermediary (i.e., in "street name") should follow the voting instruction card provided by such intermediary.</p> <p>Any proxy may be revoked in the manner described in the accompanying Proxy Statement.</p>
Attendance at Meeting	Only shareholders of record as of the record date are entitled to receive notice of, attend and vote at the Annual Meeting. If your shares are registered in street name, you must bring a letter from your bank or broker or provide other evidence of your beneficial ownership on the record date if you plan to attend the Annual Meeting.

By Order of the HEI Board of Directors.

March 25, 2014

Chester A. Richardson
Executive Vice President, General
Counsel, Secretary and Chief
Administrative Officer

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders
to be held on May 7, 2014**

The accompanying Proxy Statement, 2013 Annual Report to Shareholders and 2013 Annual Report on Form 10-K
are available at <http://www.hei.com>

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PROXY SUMMARY

This summary contains highlights about our Company and the upcoming 2014 Annual Meeting of Shareholders. This summary does not contain all of the information that you should consider. Please read the entire Proxy Statement carefully prior to voting.

VOTING MATTERS

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