

Clearwater Paper Corp
Form 8-K
May 06, 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 2, 2016

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

Delaware
(State or other jurisdiction

of incorporation)

601 West Riverside Ave., Suite 1100

001-34146
(Commission

File Number)

20-3594554
(IRS Employer

Identification No.)

99201

Spokane, WA

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (509) 344-5900

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, 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 March 22, 2016. The certified results of the stockholder vote are as follows:

Proposal 1 Election of Directors

The following individuals were elected to serve as Class I 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 |
|--------------------|------------|---------|---------|------------------|
| Kevin J. Hunt | 15,013,828 | 173,787 | 71,711 | 1,140,142 |
| William D. Larsson | 14,986,756 | 199,831 | 73,189 | 1,140,142 |

Proposal 2 Ratification of the Appointment of KPMG, LLP as Independent Registered Public Accounting Firm for 2016

The stockholders ratified the appointment of KPMG, LLP as the Company's independent registered public accounting firm for 2016:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 16,293,639 | 41,200 | 64,629 | N/A |

Proposal 3 Advisory Vote to Approve Named Executive Officer Compensation

The compensation of the named executive officers as disclosed in the Company's Proxy Statement pursuant to Item 402 of Regulations S-K was approved, on an advisory basis, by the stockholders as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 14,751,403 | 292,014 | 215,909 | 1,140,142 |

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.

Date: May 6, 2016

CLEARWATER PAPER
CORPORATION

By: /s/ Michael S. Gadd
Michael S. Gadd, Corporate Secretary