

HAWAIIAN ELECTRIC CO INC  
Form 8-K  
May 14, 2012

**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 8, 2012**

Exact Name of Registrant  
as Specified in Its Charter  
**Hawaiian Electric Industries, Inc.**  
**Hawaiian Electric Company, Inc.**

Commission  
File Number  
**1-8503**  
**1-4955**

I.R.S. Employer  
Identification No.  
**99-0208097**  
**99-0040500**

**State of Hawaii**

(State or other jurisdiction of incorporation)

**900 Richards Street, Honolulu, Hawaii 96813**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code:

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(808) 543-5662 - Hawaiian Electric Industries, Inc. (HEI)

(808) 543-7771 - Hawaiian Electric Company, Inc. (HECO)

**None**

(Former name or former address, if changed since last report.)

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**

**HEI:** The Annual Meeting of Shareholders (Annual Meeting) of Hawaiian Electric Industries, Inc. (HEI) was held on May 9, 2012. Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934. As of March 1, 2012, the record date for the Annual Meeting, there were 96,222,725 shares of HEI Common Stock issued and outstanding and entitled to vote. There was no solicitation in opposition to the Class I nominees to the Board of Directors with terms ending at the 2015 Annual Meeting of Shareholders as listed in the proxy statement for the Annual Meeting, and all such nominees were elected to the Board of Directors. Shareholders also ratified the appointment of PricewaterhouseCoopers LLP as HEI's independent registered public accounting firm for 2012 and approved, on an advisory basis, a resolution approving HEI's executive compensation.

The final record of the voting of shares at the Annual Meeting is as follows:

|  | Shares of Common Stock |           |           |           | Broker<br>Nonvotes |
|--|------------------------|-----------|-----------|-----------|--------------------|
|  | For                    | Withheld  | Against   | Abstain   |                    |
| <b>Election of Class I Directors</b>   |                        |           |           |           |                    |
| Constance H. Lau   | 66,195,718             | 2,338,508 | N/A       | N/A       | 20,917,758         |
| A. Maurice Myers   | 66,363,707             | 2,170,519 | N/A       | N/A       | 20,917,758         |
| James K. Scott, Ed.D.  | 66,356,707             | 2,177,519 | N/A       | N/A       | 20,917,758         |
| <b>Ratification of appointment of PricewaterhouseCoopers LLP as HEI's independent registered public accounting firm for 2012</b> |                        |           |           |           |                    |
|  | 86,995,542             | N/A       | 1,342,660 | 1,113,782 |                    |
| <b>Advisory vote on resolution approving HEI's executive compensation</b>  |                        |           |           |           |                    |
|  | 60,302,856             | N/A       | 5,516,263 | 2,715,100 | 20,917,765         |

Following its May 10, 2011 Annual Meeting of Shareholders, HEI decided to include an advisory vote on HEI's executive compensation in its proxy materials every year and reported such decision in its Form 8-K filed with the Securities and Exchange Commission on May 11, 2011.

Class II Directors Thomas B. Fargo, Kelvin H. Taketa and Jeffrey N. Watanabe continue in office with terms ending at the 2013 Annual Meeting of Shareholders. Class III Directors Peggy Y. Fowler, Keith P. Russell and Barry K. Taniguchi continue in office with terms ending at the 2014 Annual Meeting of Shareholders.

**HECO:** On May 8, 2012, HEI, the sole common shareholder of Hawaiian Electric Company, Inc. (HECO), by written consent in lieu of an annual meeting of shareholders (1) fixed the number of HECO directors at nine, (2) elected Don E. Carroll, Thomas B. Fargo, Peggy Y. Fowler, Timothy E. Johns, Micah A. Kane, Bert A. Kobayashi, Jr., Constance H. Lau, Richard M. Rosenblum and Kelvin H. Taketa to serve as directors until the next annual meeting of HECO shareholders, or until their successors are duly elected and qualified and (3) ratified the appointment of PricewaterhouseCoopers LLP as HECO's independent registered accounting firm for 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized. The signature of the undersigned companies shall be deemed to relate only to matters having reference to such companies and any subsidiaries thereof.

HAWAIIAN ELECTRIC INDUSTRIES, INC.  
(Registrant)

/s/ James A. Ajello  
James A. Ajello  
Executive Vice President,  
Chief Financial Officer and Treasurer  
(Principal Financial Officer of HEI)  
Date: May 14, 2012

HAWAIIAN ELECTRIC COMPANY, INC.  
(Registrant)

/s/ Tayne S. Y. Sekimura  
Tayne S. Y. Sekimura  
Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer of HECO)  
Date: May 14, 2012