

HAWAIIAN ELECTRIC INDUSTRIES INC

Form 8-K

August 25, 2015

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: August 20, 2015

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)

Hawaiian Electric Industries, Inc. - 1001 Bishop Street, Suite 2900, Honolulu, Hawaii 96813

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

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

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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 August 20, 2015. Proxies for the meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934. As of June 18, 2015, the record date for the Annual Meeting, there were 107,418,284 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 2018 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 2015 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 Nonvotes
	For	Withheld	Against	Abstain	
Election of Class I Directors					
Constance H. Lau	72,151,786	3,976,493	N/A	N/A	22,910,999
A. Maurice Myers	70,151,877	5,976,402	N/A	N/A	22,910,999
James K. Scott	70,275,496	5,852,783	N/A	N/A	22,910,999
Advisory vote on resolution approving HEI's executive compensation	66,744,272	N/A	7,463,944	1,920,048	22,911,014
Ratification of appointment of PricewaterhouseCoopers LLP as HEI's independent registered public accounting firm for 2015	95,909,650	N/A	1,755,608	1,374,020	

Class II Directors Thomas B. Fargo, Kelvin H. Taketa and Jeffrey N. Watanabe continue in office with terms ending at the 2016 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 2017 Annual Meeting of Shareholders.

Hawaiian Electric: On August 20, 2015, HEI, the sole common shareholder of Hawaiian Electric Company, Inc. (Hawaiian Electric), by written consent in lieu of an annual meeting of shareholders (1) fixed the number of Hawaiian Electric 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, Alan M. Oshima and Kelvin H. Taketa to serve as directors until the next annual meeting of Hawaiian Electric shareholders, or until their successors are duly elected and qualified and (3) ratified the appointment of PricewaterhouseCoopers LLP as Hawaiian Electric's independent registered accounting firm for 2015.

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 and
Chief Financial Officer

Date: August 25, 2015

HAWAIIAN ELECTRIC COMPANY, INC.
(Registrant)

/s/ Tayne S. Y. Sekimura
Tayne S. Y. Sekimura
Senior Vice President and
Chief Financial Officer

Date: August 25, 2015
