

POTLATCH CORP  
Form 8-K  
May 05, 2011

**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, 2011**

**(Date of Earliest Event Reported)**

**POTLATCH CORPORATION**

**(Exact name of registrant as specified in its charter)**

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

**601 W. First Avenue, Suite 1600, Spokane WA**  
(Address of principal executive offices)

**(509) 835-1500**

**99201**  
(Zip Code)

(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, 2011, Potlatch Corporation (the Company) held its 2011 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, 2011. 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 2014 Annual Meeting of Stockholders or until the respective successors are duly elected and qualified.

| Nominee            | For        | Against   | Abstain | Broker non-votes |
|--------------------|------------|-----------|---------|------------------|
| Jerome C. Knoll    | 29,831,356 | 1,331,150 | 152,101 | 5,599,735        |
| John S. Moody      | 29,785,396 | 1,375,422 | 153,789 | 5,599,735        |
| Lawrence S. Peiros | 29,810,681 | 1,343,310 | 160,616 | 5,599,735        |

Proposal 2 Ratification of the Appointment of KPMG, LLP as Independent Auditors for 2011

The stockholders ratified the appointment of KPMG, LLP as the Company's independent auditors for 2011.

| For        | Against | Abstain | Broker non-votes |
|------------|---------|---------|------------------|
| 35,915,506 | 905,056 | 93,780  | N/A              |

Proposal 3 Approval of material terms of performance goals in the Potlatch Corporation 2005 Stock Incentive Plan.

The Stockholders approved the material terms of the performance goals in the Potlatch Corporation 2005 Stock Incentive Plan.

| For        | Against   | Abstain | Broker non-votes |
|------------|-----------|---------|------------------|
| 29,540,133 | 1,607,008 | 167,466 | 5,599,735        |

Proposal 4 Approval by non-binding vote, of 2010 compensation paid to the company's named executive officers.

The Stockholders approved the 2010 compensation paid to the company's named executive officers.

| For        | Against   | Abstain | Broker non-votes |
|------------|-----------|---------|------------------|
| 28,428,398 | 2,676,574 | 209,635 | 5,599,735        |

Proposal 5 Approval by non-binding vote, of the frequency of future advisory votes on executive compensation.

The Stockholders voted to recommend a 1 year frequency of future advisory votes on executive compensation.

|                  | Votes      |
|------------------|------------|
| One Year         | 21,162,884 |
| Two Years        | 275,833    |
| Three Years      | 9,636,898  |
| Abstain          | 238,992    |
| Broker non-votes | 5,599,735  |

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 5, 2011

POTLATCH CORPORATION

By: /s/ Lorrie D. Scott  
Name: Lorrie D. Scott  
Title: Corporate Secretary