

POTLATCH CORP  
Form 8-K  
May 08, 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 7, 2012**

**(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 7, 2012, Potlatch Corporation (the Company) held its 2012 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 2, 2012. 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 2015 Annual Meeting of Stockholders or until the respective successors are duly elected and qualified.

Nominee	For	Against	Abstain	Broker non-votes
Boh A. Dickey	30,785,537	1,257,127	82,770	5,811,456
William L. Driscoll	30,528,321	620,745	946,368	5,811,456

Proposal 2 Ratification of the Appointment of KPMG, LLP as Independent Auditors for 2012

The stockholders ratified the appointment of KPMG, LLP as the Company's independent auditors for 2012.

For	Against	Abstain
37,072,222	793,269	71,399

Proposal 3 Approval by non-binding advisory vote of 2011 executive compensation

The stockholders approved the 2011 compensation paid to the company's named executive officers.

For	Against	Abstain	Broker non-votes
29,308,479	2,460,065	356,890	5,811,456

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 8, 2012  
POTLATCH CORPORATION

By: /s/ Lorrie D. Scott  
Name: Lorrie D. Scott  
Title: Vice President, General Counsel  
and Corporate Secretary