

American Water Works Company, Inc.
Form 8-K
June 05, 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 (Date of earliest event reported): June 1, 2015

American Water Works Company, Inc.
(Exact name of registrant as specified in its charter)

Commission File Number: 001-34028

Delaware
(State or other jurisdiction

of incorporation)

51-0063696
(IRS Employer

Identification No.)

1025 Laurel Oak Road

Voorhees, NJ 08043

(Address of principal executive offices, including zip code)

(856) 346-8200

(Registrant's telephone number, including area code)

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders**Results of 2015 Annual Meeting of Stockholders**

The 2015 Annual Meeting of the Stockholders (the 2015 Annual Meeting) of American Water Works Company, Inc., a Delaware corporation (the Company), was convened on May 15, 2015 and subsequently adjourned until June 1, 2015 to allow the Company's stockholders additional time to vote on the proposals set forth in the Company's definitive proxy statement and definitive proxy card filed with the Securities and Exchange Commission (the SEC) on March 27, 2015. The adjournment of the 2015 Annual Meeting was approved with a vote of 157,048,317 shares, representing all of the shares that were represented in person or by proxy and entitled to vote on the adjournment of the 2015 Annual Meeting. At the adjourned meeting held on May 15, 2015, the holders of 157,048,317 shares, or 87.3 percent of the Company's common stock, were represented in person or by proxy constituting a quorum.

At the reconvened meeting held on June 1, 2015, the holders of 157,343,427, or 87.5 percent of the Company's common stock, were represented in person or by proxy constituting a quorum. At the meeting:

- (1) the following director nominees were re-elected as directors of the Company for a term expiring at the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified, and received the votes set forth adjacent to their names below:

| | For | Against | Abstain | Broker Non Votes |
|---------------------|-------------|----------------|----------------|-------------------------|
| Julie A. Dobson | 138,237,558 | 202,557 | 300,065 | 18,603,247 |
| Paul J. Evanson | 138,061,538 | 376,208 | 302,434 | 18,603,247 |
| Martha Clark Goss | 137,778,023 | 665,360 | 296,797 | 18,603,247 |
| Richard R. Grigg | 138,128,048 | 307,277 | 304,855 | 18,603,247 |
| Julia L. Johnson | 137,387,279 | 1,054,923 | 297,978 | 18,603,247 |
| Karl F. Kurz | 138,050,621 | 224,811 | 464,748 | 18,603,247 |
| George MacKenzie | 136,814,573 | 795,915 | 1,129,692 | 18,603,247 |
| William J. Marrazzo | 137,564,276 | 871,280 | 304,624 | 18,603,247 |
| Susan N. Story | 138,008,357 | 434,014 | 297,809 | 18,603,247 |

- (2) the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 was ratified by the following vote:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 154,993,145 | 1,833,375 | 516,907 |

- (3) the advisory vote on executive compensation of the Company's named executive officers was approved by the following vote:

| For | Against | Abstain | Broker Non Votes |
|-------------|----------------|----------------|-------------------------|
| 135,927,413 | 2,087,024 | 725,743 | 18,603,247 |

- (4) the material terms of the Performance Goals set forth in the Company's 2007 Omnibus Equity Compensation Plan was re-approved by the following vote:

| For | Against | Abstain | Broker Non Votes |
|-------------|----------------|----------------|-------------------------|
| 134,722,286 | 3,544,162 | 473,732 | 18,603,247 |

- (5) the material terms of the Performance Goals set forth in the Company's Annual Incentive Plan was approved by the following vote:

| For | Against | Abstain | Broker Non Votes |
|-------------|----------------|----------------|-------------------------|
| 136,249,007 | 2,006,548 | 484,625 | 18,603,247 |

- (6) the adoption by the Company's Board of Directors of an amendment to the Company's Amended and Restated Bylaws providing that the courts located within the State of Delaware will serve as the exclusive forum for the adjudication of certain legal actions was approved by the following vote:

| For | Against | Abstain | Broker Non Votes |
|------------|----------------|----------------|-------------------------|
| 71,958,351 | 66,326,447 | 455,382 | 18,603,247 |

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: June 5, 2015

By: /s/ Linda G. Sullivan
Linda G. Sullivan
Senior Vice President, Chief Financial Officer