

Clearwater Paper Corp
Form 8-K
May 13, 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 (Date of earliest event reported): May 9, 2011

CLEARWATER PAPER CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34146
(Commission
File Number)

20-3594554
(IRS Employer
Identification No.)

Edgar Filing: Clearwater Paper Corp - Form 8-K

601 West Riverside Ave., Suite 1100

Spokane, WA
(Address of principal executive offices)

99201
(Zip Code)

Registrant's telephone number, including area code: (509) 344-5900

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 9, 2011, 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 March 25, 2011. The results with respect to each matter are set out below:

Proposal 1 Election of Directors

The following individuals were elected to serve as Class III 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 |
|---------------------|-----------|---------|---------|------------------|
| Fredric W. Corrigan | 8,736,866 | 476,582 | 36,796 | 1,138,259 |
| Michael T. Riordan | 8,773,984 | 469,815 | 6,445 | 1,138,259 |

Proposal 2 Ratification of the Appointment of KPMG, LLP as Independent Registered Public Accounting Firm for 2011

The stockholders ratified the appointment of KPMG, LLP as the Company's independent registered public accounting firm for 2011 as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 9,931,232 | 443,773 | 13,498 | N/A |

Proposal 3 Say-On-Pay Advisory Vote

The compensation of the named executive officers as disclosed in the Company's Proxy Statement pursuant to Item 402 of Regulation S-K was approved, on an advisory basis, by the stockholders as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 8,591,125 | 643,083 | 16,036 | 1,138,259 |

Proposal 4 Frequency of Say-On-Pay Vote

The stockholders voted, on an advisory basis, for the frequency of the stockholder vote on the compensation of the Company's named executive officers to occur as follows:

| 1 Year | 2 Year | 3 Year | Abstain | Broker Non-Votes |
|-----------|---------|-----------|---------|------------------|
| 6,670,207 | 160,535 | 2,313,035 | 106,467 | 1,138,259 |

Edgar Filing: Clearwater Paper Corp - Form 8-K

In accordance with the results of this advisory vote, our Board of Directors has determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers on an annual basis until the next required vote as to the frequency of such votes.

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: May 12, 2011

CLEARWATER PAPER CORPORATION

By: /s/ Michael S. Gadd
Michael S. Gadd, Corporate Secretary