

WASHINGTON GAS LIGHT CO  
Form 8-K  
March 07, 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 (Date of earliest event reported): March 1, 2012**

<i>Commission</i>	<i>Exact name of registrant as specified in its charter</i>	<i>State of</i>	<i>I.R.S.</i>
<i>File Number</i>	<i>and principal office address and telephone number</i>	<i>Incorporation</i>	<i>Employer</i>
			<i>Identification No.</i>
1-16163	<b>WGL Holdings, Inc.</b>  101 Constitution Ave., N.W.  Washington, D.C. 20080  (703) 750-2000	Virginia	52-2210912
0-49807	<b>Washington Gas Light Company</b>  101 Constitution Ave., N.W.  Washington, D.C. 20080  (703) 750-4440	District of  Columbia  and Virginia	53-0162882
	Former name or former address, if changed since last report: <u>None</u>		

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:

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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**

The Annual Meetings of Shareholders of WGL Holdings, Inc. and Washington Gas Light Company were held on March 1, 2012.

**WGL Holdings, Inc.**

At the WGL Holdings, Inc. 2012 Annual Meeting held on March 1, 2012, of the 51,495,821 shares outstanding and entitled to vote, 45,612,955 were represented, constituting an 88.58% quorum. The final results for each of the matters submitted to a vote of shareowners at the Annual Meeting are as follows:

Item No. 1: All of the board's nominees for director were elected to the Board of Directors of WGL Holdings, Inc. to serve until the company's 2013 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

Nominee	For	Against	Withheld	Abstain	Broker Non-Votes
Michael Barnes	35,460,703	0	1,721,339	0	8,430,913
George P. Clancy, Jr.	35,048,596	0	2,133,446	0	8,430,913
James W. Dyke, Jr.	36,637,673	0	544,369	0	8,430,913
Melvyn J. Estrin	35,043,507	0	2,138,535	0	8,430,913
Nancy C. Floyd	36,646,252	0	535,790	0	8,430,913
James F. Lafond	36,793,967	0	388,075	0	8,430,913
Debra L. Lee	35,484,974	0	1,697,068	0	8,430,913
Terry D. McCallister	35,294,755	0	1,887,287	0	8,430,913

Item No. 2: The appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for fiscal 2012 was ratified by the shareowners, by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
43,860,400	1,559,662	192,893	0

Item No. 3: The shareowners re-approved the WGL Holdings, Inc. Omnibus Incentive Compensation Plan by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
34,092,276	2,335,204	754,562	8,430,913

Item No. 4: The shareowners approved, on an advisory (non-binding) basis, the compensation of certain executive officers, by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
33,413,756	2,420,849	1,347,437	8,430,913

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Item No. 5: A shareholder proposal to establish cumulative voting was defeated by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
12,327,335	23,855,949	998,758	8,430,913

**Washington Gas Light Company**

At the Washington Gas Light Company 2012 Annual Meeting held on March 1, 2012, of the 46,760,136 shares outstanding and entitled to vote, 46,579,536 were represented, constituting a 99% quorum. The final results for each of the matters submitted to a vote of shareowners at the Annual Meeting are as follows:

Item No. 1: All of the board's nominees for director were elected to the Board of Directors of Washington Gas Light Company to serve until the company's 2013 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below:

Nominee	For	Against	Withheld	Abstain	Broker Non-Votes
Michael Barnes	46,479,536	0	0	0	0
George P. Clancy, Jr.	46,479,536	0	0	0	0
James W. Dyke, Jr.	46,479,536	0	0	0	0
Melvyn J. Estrin	46,479,536	0	0	0	0
Nancy C. Floyd	46,479,536	0	0	0	0
James F. Lafond	46,479,536	0	0	0	0
Debra L. Lee	46,479,536	0	0	0	0
Terry D. McCallister	46,479,536	0	0	0	0

Item No. 2: The appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for fiscal 2012 was ratified by the shareowners, by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
46,479,536	0	0	0

Item No. 3: The shareowners approved, on an advisory (non-binding) basis, the compensation of certain executive officers, by the votes set forth below:

For	Against	Abstain	Broker Non-Votes
46,479,536	0	0	0

**SIGNATURE**

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 hereunto duly authorized.

**WGL Holdings, Inc.**  
and  
**Washington Gas Light Company**  
(Registrants)

Date: March 7, 2012

/s/ William R. Ford  
William R. Ford  
Controller  
(Principal Accounting Officer)