

SOUTH JERSEY INDUSTRIES INC

Form 8-K

May 04, 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): April 30, 2015

SOUTH JERSEY INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--------------------------|---|
| New Jersey | 1-6364 | 22-1901645 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

1 South Jersey Plaza, Folsom, NJ 08037
(Address of Principal Executive Offices) (Zip Code)

(609) 561-9000
(Registrant's Telephone Number, Including Area Code)

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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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

In connection with the retirement of Edward J. Graham; the election of Michael J. Renna to the position of the Company's Chief Executive Officer; and the election of Walter M. Higgins III as Chairman of the Board; the board of directors amended the Company's bylaws to decrease the size of the board of directors from 11 to 10 members and to recognize the separation of the positions of Chairman of the Board and Chief Executive Officer at its meeting on April 30, 2015. A copy of the amended bylaws is attached hereto as Exhibit 3.2.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 30, 2015, the Company held its 2015 annual meeting of shareholders. At the meeting, the shareholders voted on (1) the election of ten directors nominated by the Board for one-year terms, (2) an advisory resolution to approve executive compensation, (3) the adoption of the 2015 Omnibus Equity Compensation Plan, and (4) the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015.

The shareholders elected all ten director nominees; approved, on an advisory basis, executive compensation; adopted the 2015 Omnibus Equity Compensation Plan; and ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015.

The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

| | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|-----------------------------------|------------|----------------|-------------|------------------|
| Proposal 1: Election of Directors | | | | |
| Sarah M. Barpoulis | 24,182,355 | 153,466 | 54,860 | 5,953,224 |
| Thomas A. Bracken | 23,671,458 | 662,145 | 57,078 | 5,953,224 |
| Keith S. Campbell | 22,942,697 | 1,394,500 | 53,484 | 5,953,224 |
| Victor A. Fortkiewicz | 24,199,566 | 136,542 | 54,573 | 5,953,224 |
| Sheila Hartnett-Devlin | 23,016,208 | 1,320,604 | 53,869 | 5,953,224 |
| Walter M. Higgins III | 24,171,139 | 162,968 | 56,574 | 5,953,224 |
| Sunita Holzer | 23,549,133 | 778,373 | 63,175 | 5,953,224 |
| Joseph H. Petrowski | 24,200,969 | 135,418 | 54,294 | 5,953,224 |
| Michael J. Renna | 23,689,222 | 645,087 | 56,372 | 5,953,224 |
| Frank L. Sims | 23,579,535 | 753,216 | 57,930 | 5,953,224 |

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| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|---------------------|
| Proposal 2: Advisory Vote to Approve Executive Compensation | 22,113,689 | 2,068,995 | 207,997 | 5,953,224 |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Proposal 3: Adopt the 2015 Omnibus Equity Compensation Plan | 21,647,439 | 2,515,450 | 227,792 | 5,953,224 |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Proposal 4: Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2015 | 29,461,867 | 805,791 | 76,277 | — |

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 3.2 | Bylaws of South Jersey Industries, Inc. as amended and restated through April 30, 2015. |

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.

SOUTH JERSEY INDUSTRIES, INC.

Dated: May 4, 2015

By: /s/ Gina Merritt-Epps, Esq.
Name: Gina Merritt-Epps, Esq.
Title: General Counsel & Corporate Secretary