

ST JOE CO  
Form 8-K/A  
October 31, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**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 17, 2011

**The St. Joe Company**

(Exact Name of Registrant as Specified in its Charter)

**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**1-10466**  
(Commission  
File Number)

**59-0432511**  
(IRS Employer  
Identification No.)

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**133 South WaterSound Parkway**

**WaterSound, Florida**  
**(Address of Principal Executive Offices)**

**(850) 588-2300**

**32413**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

**Explanatory Note**

This Current Report on Form 8-K/A (the Amendment ) updates information disclosed in a Current Report on Form 8-K filed on May 23, 2011 (the Original Form 8-K ) relating to The St. Joe Company s (the Company ) Annual Meeting of Shareholders held on May 17, 2011 (the Annual Meeting ). The sole purpose of this Amendment is to disclose the Company s decision regarding how frequently it will conduct future advisory votes on executive compensation (each, a say-on-pay vote ). No other changes have been made to the Original Form 8-K.

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

As previously disclosed in the Original Form 8-K, at the Annual Meeting, the Company s shareholders voted to hold a say-on-pay vote every year, which is consistent with the Board of Director s recommendation in the Company s 2011 Proxy Statement. Based on these results, the Company has determined that it will hold say-on-pay votes every year until the next required advisory vote on the frequency of say-on-pay votes occurs or until the Company otherwise determines that a different frequency for say-on-pay votes is in the best interests of the shareholders. The next required advisory vote on the frequency will occur no later than 2017.

**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.

**THE ST. JOE COMPANY**

By: /s/ Janna L. Connolly  
Janna L. Connolly  
Senior Vice President and Chief Financial Officer

Date: October 31, 2011