

SOUTH JERSEY INDUSTRIES INC

Form 8-K

April 28, 2014

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 24, 2014

SOUTH JERSEY INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

New Jersey
(State or Other Jurisdiction
of Incorporation)

1-6364
(Commission File Number)

22-1901645
(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 5.07 Submission of Matters to a Vote of Security Holders.

On April 24, 2014, the Company held its 2014 annual meeting of shareholders. At the meeting, the shareholders voted on (1) the election of eleven directors nominated by the Board for one-year terms, (2) an advisory resolution to approve executive compensation, (3) the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014, and (4) an amendment to the Company's Certificate of Incorporation to make the provisions of Section 14A:3-6.1 to 14A:3-6.9 of the New Jersey Business Corporation Act relating to derivative proceedings and shareholder class actions, applicable to the Company.

The shareholders elected all eleven director nominees, approved, on an advisory basis, executive compensation, ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014, and approved the amendment to the Certificate of Incorporation.

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 | 24,730,419 | 136,553 | 54,072 | 5,019,482 |
| Thomas A. Bracken | 24,686,886 | 152,837 | 81,355 | 5,019,482 |
| Keith S. Campbell | 23,993,576 | 849,856 | 77,645 | 5,019,482 |
| Victor A. Fortkiewicz | 24,718,006 | 139,289 | 63,783 | 5,019,482 |
| Edward J. Graham | 23,750,267 | 1,128,540 | 42,271 | 5,019,482 |
| Sheila Hartnett-Devlin | 24,011,315 | 863,608 | 46,155 | 5,019,482 |
| Walter M. Higgins III | 24,722,794 | 149,039 | 49,245 | 5,019,482 |
| Sunita Holzer | 24,710,278 | 161,558 | 49,242 | 5,019,482 |
| Joseph H. Petrowski | 24,731,607 | 136,600 | 52,871 | 5,019,482 |
| Michael J. Renna | 23,990,100 | 844,069 | 86,909 | 5,019,482 |
| Frank L. Sims | 24,728,636 | 142,904 | 49,538 | 5,019,482 |

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| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|---------------------|
| Proposal 2: Advisory Vote to Approve Executive Compensation | 23,377,971 | 1,276,669 | 266,438 | 5,019,482 |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Proposal 3: Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for 2014 | 28,890,645 | 980,486 | 69,061 | 0 |
| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Proposal 4: Approval of Amendment to Certificate of Incorporation relating to derivative proceedings and shareholder class actions | 16,139,967 | 13,545,048 | 202,529 | 53,016 |

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: April 28, 2014

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