**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 15, 2019**



|  |  |  |
| --- | --- | --- |
|  | Exact Name of Registrant as Specified in Charter; State |  |
|  | of Incorporation; | IRS Employer |
| Commission File Number | Address and Telephone Number | Identification Number |
| 1-8962 | Pinnacle West Capital Corporation | 86-0512431 |
|  | (an Arizona corporation) |  |
|  | 400 North Fifth Street, P.O. Box 53999 |  |
|  | Phoenix, AZ 85072-3999 |  |
|  | (602) 250-1000 |  |

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))

Securities registered pursuant to Section 12(b) of the Act:

|  |  |  |
| --- | --- | --- |
| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|  |  |  |
| Common Stock | PNW | The New York Stock Exchange |
|  |  |  |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On May 15, 2019, at the Annual Meeting of Shareholders of Pinnacle West Capital Corporation (the “Company”), the following items set forth in our Proxy Statement were voted upon:

**Item 1.** The nominees listed below were elected directors with the respective votes set forth opposite their names:

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  | **NUMBER OF VOTES** |  |  |  |  |  |
|  | **FOR** |  | **WITHHELD** |  | **BROKER** |  |  |
|  |  | **NON-VOTES** |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
| Donald E. Brandt | 88,292,571 | 3,144,392 |  | 8,036,836 |  |  |  |
| Denis A. Cortese, M.D. | 90,722,303 | 714,660 |  | 8,036,836 |  |  |  |
| Richard P. Fox | 86,559,109 | 4,877,854 |  | 8,036,836 |  |  |  |
| Michael L. Gallagher | 87,727,279 | 3,709,684 |  | 8,036,836 |  |  |  |
| Dale E. Klein, Ph.D. | 90,800,720 | 636,243 |  | 8,036,836 |  |  |  |
| Humberto S. Lopez | 88,858,209 | 2,578,754 |  | 8,036,836 |  |  |  |
| Kathryn L. Munro | 84,796,299 | 6,640,664 |  | 8,036,836 |  |  |  |
| Bruce J. Nordstrom | 86,405,765 | 5,031,198 |  | 8,036,836 |  |  |  |
| Paula J. Sims | 90,836,404 | 600,559 |  | 8,036,836 |  |  |  |
| James E. Trevathan, Jr. | 90,657,577 | 779,386 |  | 8,036,836 |  |  |  |
| David P. Wagener | 90,831,625 | 605,338 |  | 8,036,836 |  |  |  |

**Item 2.** The advisory resolution to approve executive compensation, as disclosed in the 2019 Proxy Statement, was approved, withthe following votes cast:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **NUMBER OF VOTES** |  |  |  |
| **FOR** | **AGAINST** |  | **ABSTENTIONS** | **BROKER NON-VOTES** |
|  |  |  |  |  |  |  |  |  |  |  |
| 87,009,875 | 3,975,855 | 451,233 |  | 8,036,836 |  |

**Item 3.** The appointment of Deloitte & Touche LLP as independent accountant for the year ending December 31, 2019 was ratified,with the following votes cast:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  |  |  | **NUMBER OF VOTES** |  |  |
| **FOR** | **AGAINST** | **ABSTENTIONS** |
|  |  |  |  |  |  |  |  |
| 95,264,646 | 3,984,727 |  | 224,426 |  |

**Item 4.** The shareholder proposal asking the Company to amend its governing documents to reduce the ownership threshold to 10percent to call special shareholder meetings was not approved, with the following votes cast:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  |  |  | **NUMBER OF VOTES** |  |  |
|  | **FOR** | **AGAINST** | **ABSTENTIONS** | **BROKER NON-VOTES** |
|  |  |  |  |  |  |  |  |  |  |
| 42,144,911 | 48,715,008 | 577,044 |  | 8,036,836 |  |

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.

PINNACLE WEST CAPITAL CORPORATION

(Registrant)

Dated: May 21, 2019 By: /s/ James R. Hatfield



James R. Hatfield

Executive Vice President and

Chief Financial Officer