

UNS Energy Corp  
Form 8-K  
May 10, 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): May 4, 2012**

| Commission  | Registrant; State of Incorporation; | IRS Employer         |
|-------------|-------------------------------------|----------------------|
| File Number | Address; and Telephone Number       | Identification       |
| 1-13739     | UNS ENERGY CORPORATION              | Number<br>86-0786732 |
|             | (An Arizona corporation)            |                      |
|             | 88 East Broadway Boulevard          |                      |
|             | Tucson, AZ 85701                    |                      |
|             | (520) 571-4000                      |                      |

## Edgar Filing: UNS Energy Corp - Form 8-K

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))

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

UNS Energy Corporation (formerly known as UniSource Energy Corporation) held its annual meeting of shareholders (Annual Meeting) on May 4, 2012 in Tucson, Arizona. At the Annual Meeting, shareholders elected directors and approved three other proposals.

**Proposal 1**

Shareholders elected 12 individuals to the Board of Directors as set forth below:

| <b>Name</b>           | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|-----------------------|------------------|-----------------------|-------------------------|
| Paul J. Bonavia       | 27,455,432       | 2,389,816             | 3,662,787               |
| Lawrence J. Aldrich   | 29,340,573       | 504,675               | 3,662,787               |
| Barbara M. Baumann    | 29,591,725       | 253,523               | 3,662,787               |
| Larry W. Bickle       | 29,442,841       | 402,407               | 3,662,787               |
| Harold W. Burlingame  | 29,439,537       | 405,711               | 3,662,787               |
| Robert A. Elliott     | 29,752,148       | 93,100                | 3,662,787               |
| Daniel W.L. Fessler   | 29,576,652       | 268,596               | 3,662,787               |
| Louise L. Francesconi | 29,756,762       | 88,486                | 3,662,787               |
| Warren Y. Jobe        | 29,462,362       | 382,886               | 3,662,787               |
| Ramiro G. Peru        | 29,747,814       | 97,434                | 3,662,787               |
| Gregory A. Pivrotto   | 29,630,284       | 214,964               | 3,662,787               |
| Joaquin Ruiz          | 29,737,814       | 107,434               | 3,662,787               |

**Proposal 2**

Shareholders approved the selection of independent auditor, PricewaterhouseCoopers, LLP, for the fiscal year 2012, with the vote totals as set forth below:

|                  |                      |                    |                         |
|------------------|----------------------|--------------------|-------------------------|
| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
| 32,985,789       | 478,317              | 43,929             |                         |

**Proposal 3**

Shareholders approved an amendment to the Amended and Restated Articles of Incorporation to change the company name from UniSource Energy Corporation to UNS Energy Corporation, with the vote totals as set forth below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 33,170,402       | 267,440              | 70,193             |                         |

**Proposal 4**

Shareholders approved, on an advisory (non-binding) basis, the compensation of the named executives disclosed in the 2012 Proxy Statement, with the vote totals as set forth below:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 28,392,148       | 583,958              | 869,141            | 3,662,787               |

**Item 8.01 Other Events.**

As described in Item 5.07 above, at the Annual Meeting shareholders approved changing the company name from UniSource Energy Corporation to UNS Energy Corporation. The name change became effective on May 4, 2012.

**Item 9.01 Financial Statements and Exhibits**

- (d) Exhibits
- 3.1 Amended and Restated Articles of Incorporation of UNS Energy Corporation, as amended.

**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 thereunto duly authorized.

**UNS ENERGY CORPORATION**

(Registrant)

Date: May 10, 2012

/s/ Kevin P. Larson  
Kevin P. Larson  
Senior Vice President and Chief Financial Officer