

ATLANTIC POWER CORP
Form 8-K
June 24, 2013

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): **June 21, 2013**

ATLANTIC POWER CORPORATION

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of

001-34691
(Commission File Number)

55-0886410
(IRS Employer Identification No.)

incorporation or organization)

One Federal Street, 30th Floor

02110

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Boston, MA
(Address of principal executive offices)

(Zip Code)

(617) 977-2400

(Registrant's telephone number, including area code)

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.

Atlantic Power Corporation (the Company) held an annual and special meeting of its shareholders on June 21, 2013. At the annual and special meeting, the shareholders of the Company voted on the following matters, casting their votes as described below:

- To elect to the board of directors each of the nominees listed below:

| Nominee | Votes For | Votes Against | Votes Withheld / Abstentions | Broker Non-Votes |
|---------------------|------------|---------------|------------------------------|------------------|
| Irving R. Gerstein | 35,458,220 | n/a | 3,628,381 | 31,782,153 |
| Kenneth M. Hartwick | 35,049,544 | n/a | 4,037,057 | 31,782,153 |
| John A. McNeil | 35,110,764 | n/a | 3,975,838 | 31,782,152 |
| R. Foster Duncan | 35,658,364 | n/a | 3,428,238 | 31,782,152 |
| Holli Ladhani | 35,506,550 | n/a | 3,580,053 | 31,782,151 |
| Barry E. Welch | 35,880,947 | n/a | 3,205,656 | 31,782,151 |

- To appoint KPMG LLP as auditors of the Company and to authorize the Company's board of directors to fix the auditors remuneration:

| Votes For | Votes Against | Votes Withheld / Abstentions | Broker Non-Votes |
|------------|---------------|------------------------------|------------------|
| 67,288,456 | n/a | 3,580,298 | 0 |

- Non-binding, advisory vote on the approval of named executive officer compensation:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,745,994 | 10,362,075 | 978,137 | 31,782,548 |

- Ordinary resolution to approve, ratify and confirm the adoption of the Shareholder Rights Plan adopted by the board of directors of the Company effective February 28, 2013:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 33,359,938 | 4,906,482 | 819,785 | 31,782,549 |

- Ordinary resolution to approve, ratify and confirm the adoption of the Company's Advance Notice Policy adopted by the board of directors of the Company effective April 1, 2013:

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| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 35,197,825 | 3,105,139 | 783,241 | 31,782,549 |

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.

Atlantic Power Corporation

Dated: June 21, 2013

By:

/s/ Terrence Ronan

Name: Terrence Ronan

Title: *Chief Financial Officer*