

NISOURCE INC/DE  
Form 8-K  
May 13, 2011

**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 10, 2011**

**NiSource Inc.**

(Exact name of registrant as specified in its charter)

Commission file number 001-16189

Delaware

35-2108964

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

801 East 86th Avenue  
Merrillville, Indiana

46410

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (877) 647-5990

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 May 10, 2011, NiSource Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, 229,146,676 shares of common stock, par value \$.01, or approximately 81.96% of the 279,580,251 shares of common stock outstanding as of the record date, were present in person or by proxy. Set forth below are the matters acted upon by Company stockholders at the Annual Meeting as described in the Company's Proxy Statement filed on April 1, 2011, and the final voting results on each such matter.

*Proposal I: Election of Directors.* The number of votes cast for and against each nominee, as well as the number of abstentions and broker non-votes, were as follows:

| Name of Nominee     | Votes For   | Votes     |             | Broker Non-Votes |
|---------------------|-------------|-----------|-------------|------------------|
|                     |             | Against   | Abstentions |                  |
| Richard A. Abdoo    | 194,737,848 | 4,300,782 | 690,598     | 29,417,448       |
| Steven C. Beering   | 192,713,318 | 6,206,768 | 809,142     | 29,417,448       |
| Michael E. Jesanis  | 197,476,023 | 1,578,397 | 674,808     | 29,417,448       |
| Marty R. Kittrell   | 190,707,916 | 8,387,487 | 633,825     | 29,417,448       |
| W. Lee Nutter       | 194,665,136 | 4,391,189 | 672,903     | 29,417,448       |
| Deborah S. Parker   | 194,707,184 | 4,323,197 | 698,847     | 29,417,448       |
| Ian M. Rolland      | 195,349,934 | 3,657,125 | 722,169     | 29,417,448       |
| Robert C. Skaggs    | 196,713,350 | 2,379,300 | 636,578     | 29,417,448       |
| Richard L. Thompson | 197,214,778 | 1,852,840 | 661,610     | 29,417,448       |
| Carolyn Y. Woo      | 193,008,522 | 6,045,659 | 675,047     | 29,417,448       |

Each nominee, having received more votes in favor of his or her election than against election, was elected.

*Proposal II: Ratification of Independent Registered Public Accountants.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 226,342,213 | 2,079,738     | 724,723     |

There were no broker non-votes as to Proposal II.

Proposal II, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was approved.

*Proposal III: Advisory Vote on Executive Compensation.* The number of votes cast for and against this matter, as well as the number of abstentions and broker non-votes, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 190,943,352 | 7,340,813     | 1,445,063   |

There were 29,417,448 broker non-votes as to Proposal III.

Proposal III, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was approved.

*Proposal IV: Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation.* The number of votes cast in favor of the annual, every 2 years and every 3 years alternatives, as well as the number of abstentions and broker non-votes, were as follows:

| Annually    | Every 2 Years | Every 3 Years | Abstentions |
|-------------|---------------|---------------|-------------|
| 173,035,677 | 4,256,108     | 20,823,647    | 1,613,796   |

There were 29,417,448 broker non-votes as to Proposal IV.

The Annual alternative in Proposal IV, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was adopted as the stockholders preference. The Company intends to include a stockholder vote annually on the compensation of executives in its proxy materials until the next required vote on the frequency of stockholder votes on the compensation of executives.

*Proposal V: Stockholder Proposal regarding Stockholder Action by Written Consent.* The number of votes cast for and against this matter, as well as the number of abstentions and broker non-votes, were as follows:

|            |               |             |
|------------|---------------|-------------|
| Votes For  | Votes Against | Abstentions |
| 84,565,352 | 113,435,006   | 1,728,870   |

There were 29,417,448 broker non-votes as to Proposal V.

Proposal V, having failed to receive the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was not approved.

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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.

NiSource Inc.  
(Registrant)

Date: May 13, 2011

By: /s/ Robert E. Smith  
Robert E. Smith  
Vice President and Assistant Corporate  
Secretary