

IDAHO POWER CO
Form 8-K
May 23, 2017

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 18, 2017

| Commission File Number | Exact name of registrants as specified in their charters, address of principal executive offices and registrants' telephone number | IRS Employer Identification Number |
|---------------------------|--|--|
| 1-14465 | IDACORP, Inc. | 82-0505802 |
| 1-3198 | Idaho Power Company 1221 W. Idaho Street Boise, ID 83702-5627 (208) 388-2200 | 82-0130980 |

State or Other Jurisdiction of Incorporation: Idaho

Former name, former address and former fiscal year, if changed since last report:
None.

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))

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

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.

At the 2017 Annual Meeting of Shareholders ("2017 Annual Meeting") of IDACORP, Inc. ("IDACORP") held on May 18, 2017, four proposals were submitted to shareholders as described in IDACORP's definitive proxy statement, dated April 3, 2017, relating to the 2017 Annual Meeting. The proposals and the results of the shareholder votes were as follows:

| Proposal to elect eleven directors for one-year terms | For | Withheld | Broker Non-Votes |
|---|------------|-----------|------------------|
| Darrel T. Anderson | 38,550,253 | 258,096 | 5,905,645 |
| Thomas E. Carlile | 38,568,674 | 239,676 | 5,905,645 |
| Richard J. Dahl | 37,562,727 | 1,245,622 | 5,905,645 |
| Annette G. Elg | 38,593,135 | 215,214 | 5,905,645 |
| Ronald W. Jibson | 38,576,390 | 231,959 | 5,905,645 |
| Judith A. Johansen | 38,571,479 | 236,870 | 5,905,645 |
| Dennis L. Johnson | 38,554,871 | 253,478 | 5,905,645 |
| J. LaMont Keen | 38,523,310 | 285,039 | 5,905,645 |
| Christine King | 38,404,566 | 403,783 | 5,905,645 |
| Richard J. Navarro | 38,573,349 | 235,000 | 5,905,645 |
| Robert A. Tinstman | 38,128,062 | 680,287 | 5,905,645 |

The nominations were made by the IDACORP Board of Directors. The nominees were current members of the IDACORP Board of Directors at the date of the 2017 Annual Meeting. All of IDACORP's nominees were elected, with each nominee receiving a plurality of the votes cast. All members of the IDACORP Board of Directors are also members of the Idaho Power Company Board of Directors.

| Advisory resolution to approve executive compensation | For | Against | Abstentions | Broker Non-Votes |
|---|------------|-----------|-------------|------------------|
| | 37,465,115 | 1,059,064 | 284,159 | 5,905,656 |

The proposal was approved, with the votes cast in favor exceeding the votes cast against the proposal.

| Advisory vote on the frequency of future advisory votes on executive compensation | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|---|------------|-----------|-------------|-------------|------------------|
| | 29,848,575 | 207,342 | 8,533,930 | 218,490 | 5,905,657 |

The frequency of every "One Year" received the highest number of votes cast on the proposal. Regulations of the Securities and Exchange Commission provide that IDACORP must hold the advisory shareholder vote on the frequency of future advisory shareholder votes on executive compensation at least once every six years. In light of the IDACORP Board of Directors' recommendation in the Proxy Statement for the Annual Meeting and in light of these voting results and other relevant factors, IDACORP's Board of Directors, at its May 18, 2017 meeting, determined that IDACORP will hold an annual shareholder advisory vote on executive compensation, and has adopted a resolution consistent with this determination. IDACORP will continue to hold annual shareholder advisory votes until IDACORP's Board of Directors decides to hold the next shareholder advisory vote on the frequency of future advisory votes on executive compensation.

| Proposal to ratify the appointment of Deloitte & Touche LLP as IDACORP's independent registered public accounting firm for the year ending December 31, 2017 | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| | 44,110,473 | 427,343 | 176,178 | — |

The proposal was approved, with the votes cast in favor exceeding the votes cast against the proposal.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

Dated: May 23, 2017

IDACORP, INC.

By: /s/ Darrel T. Anderson

Darrel T. Anderson

President and Chief Executive Officer

IDAHO POWER COMPANY

By: /s/ Darrel T. Anderson

Darrel T. Anderson

President and Chief Executive Officer