

ST JOE CO
Form 8-K
May 23, 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 17, 2012

The St. Joe Company

(Exact name of registrant as specified in its charter)

Florida

1-10466

59-0432511

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

133 South WaterSound Parkway, WaterSound,
Florida

32413

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

850-231-6400

Not Applicable

Former name or former address, if changed since last report

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))

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

On May 17, 2012, The St. Joe Company (the Company) held its 2012 Annual Meeting of Shareholders. At the 2012 Annual Meeting of Shareholders, the shareholders voted on (i) the election of eight director nominees (Proposal 1), (ii) the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2012 fiscal year (Proposal 2) and (iii) the approval, on an advisory (non-binding) basis, of the Company's executive compensation programs and policies as described in the Company's 2012 Proxy Statement (Proposal 3). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees for a term of office expiring at the next Annual Meeting of Shareholders and, in each case, until his or her successor is duly elected and qualified.

| | For | Against | Abstain | Broker Non-Vote |
|-----------------------|------------|------------|---------|-----------------|
| Cesar L. Alvarez | 74,238,342 | 237,873 | 63,499 | 10,484,019 |
| Bruce R. Berkowitz | 74,298,963 | 178,793 | 61,958 | 10,484,019 |
| Park Brady | 74,287,587 | 190,247 | 61,880 | 10,484,019 |
| Charles J. Crist, Jr. | 73,741,977 | 736,655 | 61,082 | 10,484,019 |
| Howard S. Frank | 74,234,876 | 240,040 | 64,798 | 10,484,019 |
| Jeffrey C. Keil | 74,006,374 | 471,368 | 61,972 | 10,484,019 |
| Stanley Martin | 74,270,646 | 208,301 | 60,767 | 10,484,019 |
| Thomas P. Murphy, Jr. | 53,169,868 | 21,167,719 | 202,127 | 10,484,019 |

Proposal 2

The shareholders voted in favor of ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2012 fiscal year.

| For | Against | Abstain |
|------------|---------|---------|
| 84,582,058 | 352,372 | 89,303 |

Proposal 3

The shareholders voted in favor of approving, on an advisory (non-binding) basis, the Company's executive compensation programs and policies as described in the Company's 2012 Proxy Statement.

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 68,568,465 | 1,124,872 | 4,846,377 | 10,484,019 |

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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.

The St. Joe Company

May 22, 2012

By: */s/ Thomas J. Hoyer*

Name: Thomas J. Hoyer
Title: Chief Financial Officer