

IDAHO POWER CO
Form 8-K
May 26, 2015

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 21, 2015

| 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective immediately prior to the 2015 Annual Meeting of Shareholders (the "2015 Annual Meeting") of IDACORP, Inc. ("IDACORP") held in Boise, Idaho on May 21, 2015, Mr. Jan Packwood, Ms. Joan Smith, and Mr. Tom Wilford retired from the boards of directors of IDACORP and its primary subsidiary, Idaho Power Company ("Idaho Power"). Mr. Packwood's, Ms. Smith's, and Mr. Wilford's retirements were in accordance with IDACORP's and Idaho Power's bylaws and corporate governance guidelines, which impose a mandatory director retirement age of 72. Contemporaneous with his retirement from the boards of directors of IDACORP and Idaho Power, Mr. Packwood retired from the boards of directors of IDACORP Financial Services, Inc. and Ida-West Energy Company, which are subsidiaries of IDACORP.

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

At the 2015 Annual Meeting, five proposals were submitted to shareholders as described in IDACORP's definitive proxy statement, dated April 3, 2015, relating to the 2015 Annual Meeting. The proposals and the results of the shareholder votes were as follows:

| Proposal to elect ten directors for one-year terms | For | Withheld | Broker Non-Votes |
|--|------------|----------|------------------|
| Darrel T. Anderson | 38,212,285 | 317,699 | 5,612,944 |
| Thomas E. Carlile | 38,181,301 | 348,683 | 5,612,944 |
| Richard J. Dahl | 38,174,836 | 355,148 | 5,612,944 |
| Ronald W. Jibson | 38,110,364 | 419,620 | 5,612,944 |
| Judith A. Johansen | 38,176,763 | 353,221 | 5,612,944 |
| Dennis L. Johnson | 38,171,469 | 358,515 | 5,612,944 |
| J. LaMont Keen | 38,163,463 | 366,521 | 5,612,944 |
| Christine King | 38,068,497 | 461,487 | 5,612,944 |
| Richard J. Navarro | 38,184,725 | 345,259 | 5,612,944 |
| Robert A. Tinstman | 38,126,224 | 403,760 | 5,612,944 |

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 2015 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 Board of Directors.

| Advisory resolution to approve executive compensation | For | Against | Abstentions | Broker Non-Votes |
|---|------------|-----------|-------------|------------------|
| | 36,649,595 | 1,496,906 | 383,483 | 5,612,944 |

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

| Re-approval of the IDACORP 2000 Long-Term Incentive and Compensation Plan for purposes of Internal Revenue Code Section 162(m) | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| | 37,216,241 | 977,292 | 336,450 | 5,612,944 |

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

| Re-approval of the IDACORP Executive Incentive Plan for purposes of Internal Revenue Code Section 162(m) | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| | 37,579,830 | 572,430 | 377,723 | 5,612,944 |

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

| Proposal to ratify the appointment of Deloitte & Touche LLP as IDACORP's independent registered public accounting firmFor for the year ending December 31, 2015 | Against | Abstentions | Broker Non-Votes | |
|---|------------|-------------|---------------------|---|
| | 43,649,909 | 328,597 | 164,421 | — |

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 26, 2015

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