

Matson, Inc.
Form 8-K
April 29, 2016

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): **April 28, 2016**

MATSON, INC.

(Exact Name of Registrant as Specified in its Charter)

HAWAII
(State or Other Jurisdiction of
Incorporation)

001-34187
(Commission File
Number)

99-0032630
(I.R.S. Employer Identification No.)

1411 Sand Island Parkway
Honolulu, Hawaii
(Address of Principal Executive
Offices)

96819
(Zip Code)

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Registrant's telephone number, including area code: **(808) 848-1211**

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

On April 28, 2016, Matson, Inc. (the Company) held its 2016 Annual Meeting of Shareholders, at which: (i) seven directors to the Company's Board of Directors were elected, (ii) executive compensation was approved in an advisory vote, (iii) the Matson, Inc. 2016 Incentive Compensation Plan was approved, and (iv) the appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2016 was ratified.

Each matter was described in detail in the Company's Definitive Proxy Statement, filed with the Securities and Exchange Commission on March 14, 2016. The number of votes for, against or withheld, as well as the number of abstentions and broker non-votes, as to each matter voted upon at the 2016 Annual Meeting of Shareholders, were as follows:

Proposal 1: Election of Directors

| Nominee | For | Withheld | Broker Non-Vote |
|---------------------|------------|-----------|-----------------|
| W. Blake Baird | 36,308,311 | 576,296 | 3,085,654 |
| Michael J. Chun | 35,665,358 | 1,219,249 | 3,085,654 |
| Matthew J. Cox | 36,564,080 | 320,527 | 3,085,654 |
| Walter A. Dods, Jr. | 35,669,886 | 1,214,721 | 3,085,654 |
| Thomas B. Fargo | 36,254,870 | 629,737 | 3,085,654 |
| Constance H. Lau | 36,083,849 | 800,758 | 3,085,654 |
| Jeffrey N. Watanabe | 36,485,861 | 398,746 | 3,085,654 |

Proposal 2: Advisory Vote to Approve Executive Compensation

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 35,756,688 | 1,034,576 | 93,343 | 3,085,654 |

Proposal 3: Approval of the Matson, Inc. 2016 Incentive Compensation Plan

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 34,972,062 | 1,821,841 | 90,704 | 3,085,654 |

Proposal 4: Ratification of Independent Registered Accounting Firm

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 39,671,911 | 246,377 | 51,973 | |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 29, 2016

MATSON, INC.

/s/ Joel M. Wine
Joel M. Wine
Senior Vice President and Chief Financial Officer