

Matson, Inc.
Form 8-K
April 25, 2014

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 24, 2014**

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 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 24, 2014, Matson, Inc. (the Company) held its 2014 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, and (iii) the appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2014 was ratified.

Each matter was described in detail in the Company's Definitive Proxy Statement, filed with the Securities and Exchange Commission on March 10, 2014. 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 2014 Annual Meeting of Shareholders, were as follows:

Proposal 1: Election of Directors

| Nominee | For | Withheld | Broker Non-Vote |
|---------------------|------------|----------|-----------------|
| W. Blake Baird | 36,719,940 | 84,653 | 3,296,850 |
| Michael J. Chun | 36,663,693 | 140,900 | 3,296,850 |
| Matthew J. Cox | 36,709,373 | 95,220 | 3,296,850 |
| Walter A. Dods, Jr. | 36,265,577 | 539,016 | 3,296,850 |
| Thomas B. Fargo | 36,686,113 | 118,480 | 3,296,850 |
| Constance H. Lau | 36,729,002 | 75,591 | 3,296,850 |
| Jeffrey N. Watanabe | 36,661,591 | 143,002 | 3,296,850 |

Proposal 2: Advisory Vote to Approve Executive Compensation

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 35,035,677 | 1,515,809 | 253,107 | 3,296,850 |

Proposal 3: Ratification of Independent Registered Accounting Firm

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 39,858,446 | 176,494 | 66,503 | |

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 25, 2014

MATSON, INC.

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