

Clearwater Paper Corp  
Form 8-K  
May 10, 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 7, 2012

**CLEARWATER PAPER CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34146**  
(Commission  
File Number)

**20-3594554**  
(IRS Employer  
Identification No.)

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601 West Riverside Ave., Suite 1100

Spokane, WA  
(Address of principal executive offices)

Registrant's telephone number, including area code: (509) 344-5900

99201  
(Zip Code)

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 (see General Instruction A.2. below):

- .. 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))

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

On May 7, 2012, the Company held its 2012 Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in the Company's Proxy Statement filed with the SEC on March 26, 2012. The certified results of the stockholder vote are as follows:

Proposal 1 Election of Directors

The following individuals were elected to serve as Class I directors to hold office until the 2015 Annual Meeting of Stockholders or until the respective successors are duly elected and qualified.

| Nominee         | For        | Against   | Abstain | Broker non-votes |
|-----------------|------------|-----------|---------|------------------|
| Boh A. Dickey   | 18,153,147 | 682,901   | 512,514 | 1,111,033        |
| Gordon L. Jones | 17,828,574 | 1,011,431 | 508,557 | 1,111,033        |

Proposal 2 Ratification of the Appointment of KPMG, LLP as Independent Registered Public Accounting Firm for 2012

The stockholders ratified the appointment of KPMG, LLP as the Company's independent registered public accounting firm for 2012.

| For        | Against | Abstain | Broker non-votes |
|------------|---------|---------|------------------|
| 19,763,802 | 98,297  | 597,496 | 0                |

Proposal 3 Advisory Vote to Approve Named Executive Officer Compensation

The compensation of the named executive officers as disclosed in the Company's Proxy Statement pursuant to Item 402 of Regulation S-K was approved, on an advisory basis, by the stockholders as follows:

| For        | Against   | Abstain | Broker non-votes |
|------------|-----------|---------|------------------|
| 17,342,451 | 1,177,062 | 829,049 | 1,111,033        |

**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.

Date: May 10, 2012

CLEARWATER PAPER CORPORATION

By: /s/ Michael S. Gadd  
Michael S. Gadd, Corporate Secretary