

ATLANTIC POWER CORP
Form 8-K
June 25, 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): **June 22, 2012**

ATLANTIC POWER CORPORATION

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

001-34691
(Commission File
Number)

55-0886410
(I.R.S. Employer
Identification No.)

One Federal Street, Floor 30
Boston, MA
(Address of principal executive offices)

02110
(Zip code)

(617) 977-2400

(Registrant's telephone number, including area 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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

Atlantic Power Corporation (the Corporation) held an annual and special meeting of its shareholders on June 22, 2012. At the annual and special meeting, the shareholders of the Corporation voted on the following matters, casting their votes as described below:

- To elect to the board of directors each of the nominees listed below:

| Nominee | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|------------------|------------|----------------|-------------|------------------|
| Irving Gerstein | 33,931,883 | 1,052,372 | n/a | 30,398,464 |
| Kenneth Hartwick | 34,048,969 | 935,286 | n/a | 30,398,464 |
| John McNeil | 34,040,620 | 943,634 | n/a | 30,398,465 |
| R. Foster Duncan | 34,079,507 | 904,748 | n/a | 30,398,464 |
| Holli Ladhani | 34,013,516 | 970,739 | n/a | 30,398,464 |
| Barry Welch | 34,273,870 | 710,385 | n/a | 30,398,464 |

- To appoint KPMG LLP as auditors of the Corporation and to authorize the board of directors to fix the auditor's remuneration:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 64,142,705 | 0 | 63,671* | 0 |

* Spoiled ballots.

- Non-binding, advisory vote on the approval of named executive officer compensation:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,787,122 | 4,194,876 | n/a | 30,400,721 |

- Special resolution authorizing the adoption by the Corporation of the 2012 Equity Incentive Plan:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 31,161,453 | 3,820,543 | n/a | 30,400,723 |

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.

Atlantic Power Corporation

Dated: June 25, 2012

By: /s/ Barry E. Welch
Name: Barry E. Welch
Title: *President and Chief Executive Officer*