

MAUI LAND & PINEAPPLE CO INC  
Form 8-K  
April 24, 2013

**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 22, 2013**

**Maui Land & Pineapple Company, Inc.**

(Exact name of Registrant as specified in its Charter)

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

**001-06510**  
(Commission  
File Number)

**99-0107542**  
(IRS Employer  
Identification No)

**200 Village Road, Lahaina, Hawaii 96761**

(Address of principal executive offices)

**(808) 877-3351**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 22, 2013, Maui Land & Pineapple Company, Inc. (the Company) held its 2013 annual meeting of shareholders (the Annual Meeting). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934. The number of shares of the Company's common stock that were outstanding as of March 15, 2013, which was the record date for the Annual Meeting, was approximately 18,763,511. The final results of the voting at the Annual Meeting were as follows:

Proposal 1: Election of Directors to serve for a one-year term or until their successors are elected and qualified:

|                    | Shares Voted For | Shares Withheld | Broker Non-Votes |
|--------------------|------------------|-----------------|------------------|
| Stephen M. Case    | 14,201,719       | 259,984         | 3,038,433        |
| Warren H. Haruki   | 14,342,242       | 119,461         | 3,038,433        |
| David A. Heenan    | 14,009,429       | 452,274         | 3,038,433        |
| Duncan MacNaughton | 14,011,030       | 450,673         | 3,038,433        |
| Arthur C. Tokin    | 14,009,074       | 452,629         | 3,038,433        |

Proposal 2: Approval, on a non-binding advisory basis, the compensation paid to the Company's named executive officers:

|                       |            |
|-----------------------|------------|
| Shares voted for:     | 13,047,637 |
| Shares voted against: | 983,757    |
| Shares abstained:     | 430,309    |
| Broker non-votes:     | 3,038,433  |

Proposal 3: Selection, on a non-binding advisory basis, the frequency of future votes on the compensation paid to the Company's named executive officers:

|                                     |            |
|-------------------------------------|------------|
| Shares voted for every year:        | 14,024,832 |
| Shares voted for every two years:   | 24,124     |
| Shares voted for every three years: | 60,127     |
| Shares abstained:                   | 352,620    |
| Broker non-votes:                   | 3,038,433  |

Proposal 4: Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year 2013:

|                       |            |
|-----------------------|------------|
| Shares voted for:     | 17,253,740 |
| Shares voted against: | 71,432     |
| Shares abstained:     | 174,964    |
| Broker non-votes:     | 0          |



**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.

MAUI LAND & PINEAPPLE COMPANY, INC.

Date: April 23, 2013

By:

/s/ TIM T. ESAKI  
Tim T. Esaki  
Chief Financial Officer