

NISOURCE INC/DE
Form 8-K
May 14, 2010

**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 11, 2010

NiSource Inc.

(Exact name of registrant as specified in its charter)

Commission file number 001-16189

Delaware

35-2108964

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

801 East 86th Avenue
Merrillville, Indiana

46410

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (877) 647-5990

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 May 11, 2010, NiSource Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, 230,473,853 shares of common stock, par value \$.01, or approximately 83.2% of the 277,126,434 shares of common stock outstanding as of the record date, were present in person or by proxy. Set forth below are the matters acted upon by Company stockholders at the Annual Meeting as described in the Company's Proxy Statement filed on April 2, 2010, and the final voting results on each such matter.

Proposal I: Election of Directors. The number of votes cast for and against each nominee, as well as the number of abstentions and broker non-votes, were as follows:

| Name of Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|-------------|---------------|-------------|------------------|
| Richard A. Abdo | 193,806,434 | 6,033,274 | 2,315,204 | 28,318,941 |
| Steven C. Beering | 193,486,971 | 6,481,474 | 2,186,467 | 28,318,941 |
| Dennis E. Foster | 196,213,057 | 3,733,755 | 2,208,101 | 28,318,940 |
| Michael E. Jesanis | 197,503,699 | 2,473,508 | 2,177,707 | 28,318,939 |
| Marty R. Kittrell | 187,956,833 | 12,026,493 | 2,171,587 | 28,318,940 |
| W. Lee Nutter | 195,422,752 | 4,503,363 | 2,228,796 | 28,318,942 |
| Deborah S. Parker | 196,936,635 | 3,045,642 | 2,172,635 | 28,318,941 |
| Ian M. Rolland | 195,350,951 | 4,619,171 | 2,184,790 | 28,318,941 |
| Robert C. Skaggs | 196,918,830 | 3,096,251 | 2,139,830 | 28,318,942 |
| Richard L. Thompson | 197,275,414 | 2,694,016 | 2,185,484 | 28,318,939 |
| Carolyn Y. Woo | 194,223,107 | 5,783,305 | 2,148,500 | 28,318,941 |

Each nominee, having received more votes in favor of his or her election than against election, was elected.

Proposal II: Ratification of Independent Registered Public Accountants. The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 226,366,399 | 1,971,128 | 2,136,325 |

There were no broker non-votes as to Proposal II.

Proposal II, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was adopted.

Proposal III: Amendment of By-Laws to Give Stockholders the Power to Call Special Meetings of Stockholders. The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 225,980,748 | 2,180,648 | 2,312,456 |

There were no broker non-votes as to Proposal III.

Proposal III, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was approved. A copy of the Amended and Restated By-Laws, effective as of May 11, 2010 are filed as Exhibit 3.1 to this report and incorporated herein by reference.

Proposal IV: Approval of the NiSource Inc. 2010 Omnibus Incentive Plan. The number of votes cast for and against this matter, as well as the number of abstentions and broker non-votes, were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 179,390,665 | 19,963,245 | 2,801,002 | 28,318,941 |

Proposal IV, having received the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was approved.

Proposal V: Stockholder Proposal Requesting Adoption of a Policy Requiring Senior Executives to Retain a Significant Percentage of Stock Acquired Through Compensation Programs Until Three Years Following Termination of Employment. The number of votes cast for and against this matter, as well as the number of abstentions and broker non-votes, were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 47,657,761 | 151,328,186 | 3,168,966 | 28,318,940 |

Proposal V, having failed to receive the affirmative vote of the holders of at least a majority of the shares of common stock present and entitled to vote at the Annual Meeting, was not approved.

Item 9.01. Financial Statements and Exhibits.

Exhibit

Number Description

3.1 Amended and Restated By-Laws of NiSource Inc.

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.

NiSource Inc.
(Registrant)

Date: May 14, 2010

By: /s/ Robert E. Smith
Robert E. Smith
Vice President and Assistant Corporate
Secretary