

CALIFORNIA WATER SERVICE GROUP
Form 8-K
May 23, 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): **May 21, 2013**

CALIFORNIA WATER SERVICE GROUP

(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13883
(Commission file number)

77-0448994
(I.R.S. Employer
Identification Number)

1720 North First Street
San Jose, California
(Address of principal executive offices)

95112
(Zip Code)

(408) 367-8200

(Registrant's telephone number, including area code)

N/A

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(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed in the definitive proxy statement of California Water Service Group (the Company) dated April 12, 2013, Douglas M. Brown, the Company's lead director, did not stand for re-election at the Company's Annual Meeting of Stockholders held on May 21, 2013 (the Annual Meeting) in accordance with the Company's mandatory retirement age for directors. Richard P. Magnuson was elected to replace Mr. Brown as lead director effective May 21, 2013.

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

Stockholders acted on three items of business at the Annual Meeting. The voting results are as follows:

- The following nominees for Director were elected to serve until the 2014 Annual Meeting of Stockholders based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------|------------|---------------|-------------|------------------|
| Edwin A. Guiles | 28,692,238 | 154,466 | 465,160 | 11,627,505 |
| Bonnie G. Hill | 28,635,114 | 178,824 | 497,926 | 11,627,505 |
| Thomas M. Krummel, M.D. | 28,681,652 | 159,652 | 470,560 | 11,627,505 |
| Richard P. Magnuson | 28,923,715 | 175,306 | 212,843 | 11,627,505 |
| Linda R. Meier | 28,617,600 | 198,241 | 496,023 | 11,627,505 |
| Peter C. Nelson | 28,085,757 | 187,221 | 1,038,886 | 11,627,505 |
| Lester A. Snow | 29,003,928 | 132,196 | 175,740 | 11,627,505 |
| George A. Vera | 28,938,415 | 178,710 | 194,739 | 11,627,505 |

- The proposal for an advisory vote on the compensation paid to the Company's named executive officers was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,344,964 | 1,577,940 | 388,960 | 11,627,505 |

- The appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for 2013 was ratified as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 40,509,612 | 184,286 | 245,471 |

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.

CALIFORNIA WATER SERVICE GROUP

Date: May 23, 2013

By: /s/ Thomas F. Smegal
Name: Thomas F. Smegal
Title: Vice President, Chief Financial Officer & Treasurer