

NISOURCE INC/DE  
Form 8-K  
May 16, 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 15, 2012**

**NiSource Inc.**

(Exact name of registrant as specified in its charter)

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

**001-16189**  
Commission  
file number

**35-2108964**  
(I.R.S. Employer  
Identification No.)

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**801 East 86th Avenue**

**Merrillville, Indiana**  
(Address of principal executive offices)

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

**46410**  
(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.

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers**

On May 15, 2012, Ian M. Rolland, who currently serves as a Chairman of the Board of NiSource Inc. (the Company), advised the Board of Directors of his intention to retire from the Board of Directors upon expiration of his current term at the 2013 Annual Stockholders Meeting.

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

On May 15, 2012, the Company held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, 235,576,442 shares of common stock, par value \$.01, or approximately 83% of the 283,785,609 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 5, 2012, 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      | 202,268,813 | 4,158,295     | 1,187,920   | 27,961,414       |
| Aristides S. Candris | 204,417,664 | 1,945,374     | 1,251,989   | 27,961,414       |
| Sigmund L. Cornelius | 193,089,835 | 13,336,767    | 1,188,426   | 27,961,414       |
| Michael E. Jesanis   | 203,052,310 | 3,293,190     | 1,269,528   | 27,961,414       |
| Marty R. Kittrell    | 180,270,617 | 26,149,925    | 1,194,486   | 27,961,414       |
| W. Lee Nutter        | 201,718,240 | 4,660,548     | 1,236,239   | 27,961,414       |
| Deborah S. Parker    | 204,095,362 | 2,263,712     | 1,255,954   | 27,961,414       |
| Ian M. Rolland       | 178,332,699 | 28,026,891    | 1,255,438   | 27,961,414       |
| Robert C. Skaggs     | 204,634,311 | 1,899,349     | 1,081,368   | 27,961,414       |
| Teresa A. Taylor     | 204,358,984 | 1,980,543     | 1,275,501   | 27,961,414       |
| Richard L. Thompson  | 202,272,423 | 4,109,408     | 1,233,197   | 27,961,414       |
| Carolyn Y. Woo       | 198,883,870 | 7,621,107     | 1,110,051   | 27,961,414       |

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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 |
|-------------|---------------|-------------|
| 230,118,518 | 4,500,738     | 957,184     |

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 approved.

*Proposal III: Advisory Approval of Executive Compensation.* 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 |
|-------------|---------------|-------------|
| 196,677,959 | 7,957,046     | 2,980,023   |

There were 27,961,414 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 on an advisory basis.

*Proposal IV: Approval of Amendment to the Company's Employee Stock Purchase Plan.* 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 |
|-------------|---------------|-------------|
| 200,857,438 | 4,150,856     | 2,606,734   |

There were 27,961,414 broker non-votes as to Proposal IV.

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 Regarding Cumulative Voting.* 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 |
|------------|---------------|-------------|
| 51,173,453 | 154,481,792   | 1,959,783   |

There were 27,961,414 broker non-votes as to Proposal V.

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.

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 16, 2012

By:

NiSource Inc.  
(Registrant)

/s/ Robert E. Smith

Robert E. Smith  
Vice President and  
Assistant Corporate Secretary