

**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 18, 2021

The St. Joe Company
(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

1-10466
(Commission File Number)

59-0432511
(IRS Employer
Identification No.)

**130 Richard Jackson Blvd., Suite 200 Panama City Beach,
Florida**
(Address of Principal Executive Offices)

32407
(Zip Code)

(850) 231-6400
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading symbol(s) | Name of Each Exchange on Which Registered |
|---------------------|-------------------|---|
| Common Stock | JOE | NYSE |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to Vote of Security Holders.

On May 18, 2021, The St. Joe Company (the “Company”) held its 2021 Annual Meeting of Shareholders, virtually (the “2021 Annual Meeting”). At the 2021 Annual Meeting, the Company’s shareholders voted on (i) the election of five director nominees (Proposal 1), (ii) the ratification of the appointment of GRANT THORNTON LLP as the Company’s independent registered public accounting firm for the 2021 fiscal year (Proposal 2), and (iii) the approval, on an advisory basis, of the compensation of the Company’s named executive officers (Proposal 3). The results of the votes are set forth below.

Proposal 1

The shareholders voted in favor of the election of the following director nominees for a term of office expiring at the 2022 Annual Meeting of Shareholders and, in each case, until his successor is duly elected and qualified.

| Director Nominee | For | Against | Abstain | Broker Non-Vote |
|-----------------------|------------|------------|---------|-----------------|
| Cesar L. Alvarez | 39,023,220 | 10,202,232 | 20,321 | 5,812,441 |
| Bruce R. Berkowitz | 48,778,285 | 449,315 | 18,173 | 5,812,441 |
| Howard S. Frank | 35,331,489 | 13,893,212 | 21,072 | 5,812,441 |
| Jorge S. Gonzalez | 48,844,579 | 383,330 | 17,864 | 5,812,441 |
| Thomas P. Murphy, Jr. | 39,008,335 | 10,216,918 | 20,520 | 5,812,441 |

Proposal 2

The shareholders voted in favor of ratification of the appointment of GRANT THORNTON LLP as the Company’s independent registered public accounting firm for the 2021 fiscal year.

| For | Against | Abstain |
|------------|---------|---------|
| 55,016,565 | 26,373 | 15,276 |

Proposal 3

The shareholders voted in favor of approving, on an advisory basis, the compensation of the Company’s named executive officers.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 48,879,809 | 311,770 | 54,194 | 5,812,441 |

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.

THE ST. JOE COMPANY

By: /s/ Elizabeth J. Walters

Elizabeth J. Walters
Senior Vice President, General Counsel
& Secretary

Date: May 20, 2021