
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):

June 30, 2015

The St. Joe Company

(Exact name of registrant as specified in its charter)

Florida

1-10466

59-0432511

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

133 South WaterSound Parkway, WaterSound,
Florida

32413

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

850-231-6400

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 2.01 Results of Operations and Financial Condition.

On June 30, 2015, The St. Joe Company (the “Company”) issued a press release announcing its preliminary unaudited financial results for the quarter ended June 30, 2015. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

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

(e) On June 30, 2015, the Company held its 2015 Annual Meeting of Shareholders (the “2015 Annual Meeting”). At the Annual Meeting, the Company’s shareholders approved The St. Joe Company 2015 Performance and Equity Incentive Plan (the “2015 Incentive Plan”). A description of the terms and conditions of the 2015 Incentive Plan is set forth in Proposal 4 of the Company’s Definitive Proxy Statement for its 2015 Annual Meeting filed with the Securities and Exchange Commission on May 19, 2015, which description is hereby incorporated by reference into this Item 5.02(e).

Item 5.07 Submission of Matters to Vote of Security Holders.

At the 2015 Annual Meeting, the Company’s shareholders voted on (i) the election of seven director nominees (Proposal 1), (ii) the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2015 fiscal year (Proposal 2), (iii) the approval, on an advisory basis, of the compensation of the Company’s named executive officers (Proposal 3), and (iv) the approval of The St. Joe Company 2015 Performance and Equity Incentive Plan (Proposal 4). 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 2016 Annual Meeting of Shareholders and, in each case, until his or her successor is duly elected and qualified.

<u>Director Nominee</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
Cesar L. Alvarez	61,099,332	19,418,615	375,948	7,219,313
Bruce R. Berkowitz	68,645,175	11,879,064	369,656	7,219,313
Howard S. Frank	68,481,214	12,051,345	361,336	7,219,313
Jeffrey C. Keil	68,617,904	11,903,698	372,293	7,219,313
Stanley Martin	68,630,349	11,891,152	372,394	7,219,313
Thomas P. Murphy, Jr.	68,630,083	11,891,526	372,286	7,219,313
Vito S. Portera	68,648,363	11,871,381	374,151	7,219,313

Proposal 2

The shareholders voted in favor of ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2015 fiscal year.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
78,799,649	8,922,663	390,896

Proposal 3

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

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
70,995,194	9,488,160	410,541	7,219,313

Proposal 4

The shareholders voted in favor of approving The St. Joe Company 2015 Performance and Equity Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
70,924,552	9,562,471	406,872	7,219,313

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

July 7, 2015

By: *Marek Bakun*

Name: Marek Bakun
Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release by The St. Joe Company issued on June 30, 2015 announcing its preliminary unaudited financial results for the quarter ended June 30, 2015.



The St. Joe Company
133 South WaterSound Parkway
WaterSound, FL 32413
850-231-6400

FOR IMMEDIATE RELEASE

THE ST. JOE COMPANY PROVIDES AN UPDATE ON THE BAY-WALTON COUNTY SECTOR PLAN ENTITLEMENTS AND REPORTS SELECTED PRELIMINARY RESULTS FOR SECOND QUARTER 2015

WaterSound, Florida – (June 30, 2015) – The St. Joe Company (NYSE: JOE) (the “Company”) announced today that the Bay-Walton County Sector Plan (the “Sector Plan”) has been officially adopted by Bay County and Walton County. In addition, the Sector Plan has been found in compliance with state law and is therefore in effect. The Sector Plan is a master plan that includes entitlements, or legal rights, to develop over 170,000 residential units and over 22 million square feet of retail, commercial, and industrial uses on 110,500 acres of the Company’s land holdings. A significant amount of these entitlements are planned to service the active adult retirement market and additionally, the Company anticipates a wide range of other residential and commercial uses. While these entitlements are broadly defined, what will actually be developed will be a function of more detailed planning, analysis, and market conditions, which will occur over time. Additional information on the Sector Plan will be discussed at today’s annual meeting of shareholders which the Company will webcast on its website at www.joe.com.

The Company also announced today preliminary unaudited selected financial information for the second quarter of 2015. Based upon preliminary financial data, the Company expects revenue for the second quarter of 2015 to be approximately \$36 million to \$38 million as compared to \$68.2 million in the second quarter of 2014. The RiverTown sale accounted for \$43.6 million of revenue in the second quarter of 2014. The Company anticipates pre-tax income to be in the range of \$2 million to \$3 million for the second quarter of 2015 as compared to pre-tax income of \$23.3 million for the second quarter of 2014, which included \$26 million pre-tax income from the RiverTown sale. Preliminary results for the second quarter of 2015 include approximately \$6.4 million for legal reserves that the Company expects to record during the quarter arising from the ongoing SEC investigation. Of this amount, \$2.9 million is related to legal expenses for which the Company has received a reservation of rights from the insurer and \$3.5 million is related to potential settlement costs. The Company expects that its effective tax rate for the quarter will be higher than its historical rates as amounts reserved for settlement costs may not be deductible for income tax purposes.

The preliminary financial results presented in this release are based solely upon information available as of the date of this release, are not a comprehensive statement of Company’s financial results or positions as of or for the quarter, and have not been audited or reviewed by our independent registered accounting firm. During the course of that process, the Company may identify items that would require it to make adjustments, which may be material, to the information presented above. As a result, the preliminary results above constitute forward-looking information and are subject to risks and uncertainties, including possible adjustments to preliminary operating results.

Additional information with respect to the Company’s results for the second quarter of 2015 will be available in a Form 10-Q that will be filed with the Securities and Exchange Commission.

Important Notice Regarding Forward-Looking Statements

This press release includes forward-looking statements, including statements regarding the intended use and impact of the Sector Plan and the Company’s preliminary unaudited 2015 financial performance including estimated revenue, pre-tax income, legal reserves and expenses, and tax rate. The statements made by the Company are based upon management’s current expectations and are subject to certain risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. These risks and uncertainties include market conditions and other factors beyond the Company’s control and the risk factors and other cautionary statements described in the Company’s filings with the SEC, including the final results of the Company’s audit.

About The St. Joe Company

The St. Joe Company together with its consolidated subsidiaries is a real estate development and operating company with real estate assets and operations currently concentrated primarily between Tallahassee and Destin, Florida. The Company currently uses these assets in its residential or commercial real estate developments, resorts and leisure operations, leasing operations or its forestry operations. More information about the Company can be found on its website at www.joe.com.

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St. Joe Investor Relations Contact:

Marek Bakun

Chief Financial Officer

1-866-417-7132

Marek.Bakun@Joe.Com