

AVISTA CORP  
Form DEFA14A  
March 28, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only

Definitive Proxy Statement

(as permitted by Rule 14a-6(e)(2))

Definitive Additional Materials

Soliciting Material under §240.14a-12

AVISTA CORPORATION

(Name of registrant as specified in its charter)

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(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which the transaction applies:
  
  - (2) Aggregate number of securities to which the transaction applies:
  
  - (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
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- Fee paid previously with preliminary materials.
  
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:
  
  - (4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 8, 2014.**

**AVISTA CORPORATION**

*AVISTA CORPORATION*  
*P.O. BOX 3727*  
*SPOKANE, WA 99220-3727*

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 7, 2014  
**Date:** May 8, 2014    **Time:** 8:15 a.m.  
**Location:** Avista Main Office Building  
1411 E. Mission Avenue  
  
Spokane, WA 99202

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*:                                 [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*:                             1-800-579-1639
- 3) *BY E-MAIL*\*:                                [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2014 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

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**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends a vote FOR  
each Nominee.**

1. Election of Directors

**Nominees:**

1a) Erik J. Anderson

1b) Kristianne Blake

1c) Donald C. Burke

1d) John F. Kelly

1e) Rebecca A. Klein

1f) Scott L. Morris

1g) Marc F. Racicot

1h) Heidi B. Stanley

1i) R. John Taylor

**The Board of Directors recommends a vote FOR items 2, 3, 4 and 5.**

2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014.
3. Reapproval of the material terms of performance goals under the Company's Long-Term Incentive Plan.
4. Amendment of the Company's Restated Articles of Incorporation to reduce certain shareholder approval requirements.
5. Advisory (non-binding) vote to approve executive compensation.

**NOTE:** Such other business as may properly come before the meeting or any adjournment or postponement thereof.



