

Pacific Ethanol, Inc.
Form 8-K
December 13, 2012

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) December 13, 2012

PACIFIC ETHANOL, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| <u>Delaware</u> | <u>000-21467</u> | <u>41-2170618</u> |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 400 Capitol Mall, Suite 2060, Sacramento, CA | 95814 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (916) 403-2123

(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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2012 Annual Meeting of Stockholders (“Annual Meeting”) of Pacific Ethanol, Inc. (the “Company”) was held on December 13, 2012. The following nominees were elected by the votes indicated to serve as directors for a one year term, or until their successors are elected and qualified:

| Name | Total Votes for Each Director | Total Votes Withheld from Each Director |
|--------------------|--------------------------------------|--|
| William L. Jones | 37,280,017 | 3,305,478 |
| Neil M. Koehler | 35,625,050 | 4,960,445 |
| Terry L. Stone | 37,657,137 | 2,928,358 |
| John L. Prince | 37,562,975 | 3,022,520 |
| Douglas L. Kieta | 37,557,627 | 3,027,868 |
| Larry D. Layne | 37,683,300 | 2,902,195 |
| Michael D. Kandris | 37,610,313 | 2,975,182 |

The following proposals were also approved at the Annual Meeting by the votes indicated:

| Proposal | For | Against | Abstain |
|---|------------|----------------|----------------|
| <u>Proposal Two</u> : To approve an amendment to the Company’s 2006 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance under the plan from 1,214,285 shares to 6,214,285 shares. | 27,353,355 | 13,164,489 | 948,372 |
| <u>Proposal Three</u> : To ratify the appointment of Hein & Associates LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2012. | 90,082,350 | 3,637,341 | 1,620,327 |

The number of broker non-votes as to the election of directors and Proposal Two was 54,200,273

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: December 13, 2012

PACIFIC ETHANOL, INC.

By: /S/ CHRISTOPHER W. WRIGHT

Christopher W. Wright,

Vice President, General Counsel & Secretary

