

CANADIAN PACIFIC RAILWAY LTD/CN
Form 6-K
May 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer

**Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934**

For the month of May, 2013

CANADIAN PACIFIC RAILWAY LIMITED

(Commission File No. 1-01342)

(translation of Registrant's name into English)

Suite 500, Gulf Canada Square, 401 9th Avenue, S.W., Calgary, Alberta, Canada, T2P 4Z4

(address of principal executive offices)

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Indicate by check mark whether the registrant file or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrants are submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrants are submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

This Report furnished on Form 6-K shall be incorporated by reference into the Registration Statements of Canadian Pacific Railway Limited on Form S-8 (File Nos. 333-127943, 333-13962, 333-140955, 333-183891, 333-183892 and 333-183893).

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, thereunto duly authorized.

CANADIAN PACIFIC RAILWAY LIMITED
(Registrant)

Date: May 1, 2013

By: Signed: /s/ Paul Bachand
Name: Paul Bachand
Title: Associate Corporate Secretary

CANADIAN PACIFIC RAILWAY LIMITED**REPORT ON VOTING RESULTS****(Section 11.3 of National Instrument 51-102)**

The following matters were voted on at the Annual Meeting of Shareholders (the Meeting) of Canadian Pacific Railway Limited (the Corporation) held on May 1, 2013 in Toronto, Ontario. Each matter voted on is described in greater detail in the Corporation's 2013 Management Proxy Circular.

1. **Appointment of Auditors** Deloitte LLP were appointed auditors of the Corporation. The result of the ballot taken at the Meeting with respect to the appointment of auditors was as follows:

Ø 140,514,169 (99.74%) votes in favour and 371,068 (0.26%) votes withheld.

2. **Acceptance of the Corporation's Approach to Executive Compensation** The result of the ballot taken at the Meeting with respect to the advisory vote accepting the Corporation's approach to executive compensation was as follows:

Ø 96,590,706 (71.49%) votes in favour and 38,524,769 (28.51%) votes against.

3. **Election of Directors** The result of the ballot taken at the Meeting with respect to the election of thirteen directors was as follows:

| Nominee | Votes For | % votes For | Votes Withheld | % votes Withheld |
|--------------------|------------------|--------------------|-----------------------|-------------------------|
| William A Ackman | 134,460,554 | 99.52 | 654,894 | 0.48 |
| Gary F. Colter | 133,116,064 | 98.52 | 1,999,421 | 1.48 |
| Isabelle Courville | 134,786,099 | 99.76 | 329,386 | 0.24 |
| Paul G. Haggis | 134,747,271 | 99.73 | 368,213 | 0.27 |
| E. Hunter Harrison | 134,673,540 | 99.67 | 441,944 | 0.33 |
| Paul C. Hilal | 132,274,451 | 97.90 | 2,841,033 | 2.10 |
| Krystyna T. Hoeg | 132,310,404 | 97.92 | 2,805,081 | 2.08 |
| Richard C. Kelly | 133,855,084 | 99.07 | 1,260,401 | 0.93 |
| Rebecca MacDonald | 133,423,026 | 98.75 | 1,692,459 | 1.25 |
| Anthony R. Melman | 134,672,433 | 99.67 | 443,051 | 0.33 |
| Linda J. Morgan | 133,897,398 | 99.10 | 1,218,087 | 0.90 |
| Andrew F. Reardon | 134,748,978 | 99.73 | 366,507 | 0.27 |
| Stephen C. Tobias | 133,284,194 | 98.64 | 1,831,290 | 1.36 |

Canadian Pacific Railway Limited

By: (SIGNED)
Paul Bachand
Senior Counsel & Associate Corporate Secretary