

PINNACLE WEST CAPITAL CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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 (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Pinnacle West Capital Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- 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 transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of 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):

 - (4) Proposed maximum aggregate value of transaction:

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- 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:

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 - (3) Filing Party:

 - (4) Date Filed:



April 4, 2013

Notice to Our Shareholders:

It is with deep regret that we inform you of the death in late March of Edward N. Basha, Jr., who had been a director of Pinnacle West Capital Corporation since 1999 and was a nominee for re-election as a director at the 2013 Annual Meeting of Shareholders. Mr. Basha passed away subsequent to the printing of the proxy materials for the Annual Meeting, which have previously been transmitted to you.

Because Mr. Basha will not be a nominee for election as a director at the Annual Meeting, there are now only 9 nominees for election as directors. Each of the other nominees is named in our 2013 Proxy Statement. We anticipate the Board of Directors will reduce the size of the Board to 9 members prior to the Annual Meeting. Any votes cast for Mr. Basha will not be counted. It is not necessary for you to re-vote your shares if you have already voted or to obtain a new proxy card if you have not yet voted. Any shareholder of record who may desire to re-vote or change a previously executed proxy, however, may do so by following the procedures set forth in our Proxy Statement.

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