

PINNACLE WEST CAPITAL CORP

FORM S-8

(Securities Registration: Employee Benefit Plan)

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

PINNACLE WEST CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

ARIZONA
(State or other jurisdiction
of incorporation or organization)

86-0512431
(I.R.S. Employer
Identification Number)

400 North Fifth Street, P.O. Box 53999
Phoenix, Arizona 85072-3999
(Address of Principal Executive Offices) (Zip Code)

PINNACLE WEST CAPITAL CORPORATION
2012 LONG-TERM INCENTIVE PLAN
(Full title of plan)

DAVID P. FALCK
Pinnacle West Capital Corporation
400 North Fifth Street, MS 9068
Phoenix, Arizona 85004-3992
(Name and address of agent for service)

(602) 250-1000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock	5,429,715 shares	\$50.52	\$274,309,202	\$31,436

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of common stock that may become issuable under the Pinnacle West Capital Corporation 2012 Long-Term Incentive Plan in the event of certain changes in the outstanding shares, including stock splits, stock dividends, or other similar transactions.

- (2) Estimated solely for the purposes of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low prices for shares of common stock on the New York Stock Exchange on June 25, 2012.
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PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information required by Part I of this Form S-8 will be delivered to each employee who is eligible to participate in the Pinnacle West Capital Corporation 2012 Long-Term Incentive Plan (the “Plan”) in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). These documents are not being filed with the Securities and Exchange Commission either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference into this registration statement pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference .

The following documents have been filed by Pinnacle West Capital Corporation (“Pinnacle West”) or by the Plan with the Securities and Exchange Commission (“SEC”) pursuant to the Securities Exchange Act of 1934 and are incorporated herein by reference, excluding in each case, information deemed furnished and not filed:

1. Pinnacle West’s Form 10-K Report for the fiscal year ended December 31, 2011.
2. Pinnacle West’s Form 10-Q Report for the fiscal quarter ended March 31, 2012.
3. Pinnacle West’s Current Reports on Form 8-K filed January 9, 2012, January 12, 2012, February 3, 2012, April 18, 2012, May 3, 2012 (with regard to the information in Item 8.01 only), May 16, 2012, May 22, 2012 and June 22, 2012.
4. The description of Pinnacle West’s common stock included in its Current Report on Form 8-K filed with the SEC on June 28, 2011, and any amendment or report that we have filed (or will file after the date of this prospectus and prior to the termination of this offering) for the purpose of updating such description.

All documents subsequently filed by Pinnacle West or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing such documents, excluding in each case, information deemed furnished and not filed. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities .

Not applicable.

Item 5. Interests of Named Experts and Counsel .

The validity of the offered securities has been passed upon for Pinnacle West by David P. Falck, Executive Vice President, General Counsel and Secretary of Pinnacle West. Mr. Falck is regularly employed by Pinnacle West, participates in various Pinnacle West employee benefit plans under which he

may receive shares of common stock and currently beneficially owns less than one percent of the outstanding shares of common stock of Pinnacle West.

Item 6. Indemnification of Directors and Officers.

The Arizona Business Corporation Act (the “ABCA”) permits extensive indemnification of present and former directors, officers, employees or agents of an Arizona corporation, whether or not authority for such indemnification is contained in the indemnifying corporation’s articles of incorporation or bylaws. Specific authority for indemnification of present and former directors and officers to the fullest extent permitted by applicable law is contained in Article VII of Pinnacle West’s Bylaws. Such indemnification is mandatory.

Under the ABCA, in order for a corporation to indemnify a director or officer, a majority of the corporation’s disinterested directors, special legal counsel, or the shareholders must find that the conduct of the individual to be indemnified was in good faith and that the individual reasonably believed that the conduct was in the corporation’s best interests (in the case of conduct in an “official capacity” with the corporation) or that the conduct was at least not opposed to the corporation’s best interests (in all other cases). In the case of any criminal proceeding, the finding must be to the effect that the individual had no reasonable cause to believe the conduct was unlawful. Indemnification is permitted with respect to expenses, judgments, fines and amounts paid in settlement by such individuals, except that, in the case of a proceeding by or in the right of the corporation, indemnification is limited to reasonable expenses incurred in connection with the proceeding. However, a corporation cannot indemnify a director in the cases noted in clause (ii) of the second sentence of the following paragraph. Broader indemnification is allowed, with certain limitations, (i) for a director as provided in a corporation’s articles of incorporation, and (ii) for an officer who is not a director or for an officer who is also a director where the basis on which the officer was made a party to the proceeding is an act or omission solely as an officer, as provided in the articles of incorporation, bylaws, a resolution of the board of directors or a contract.

Indemnification under the ABCA is permissive, except in the event of a successful defense, in which case a director or officer must be indemnified against reasonable expenses, including attorneys’ fees, incurred in connection with the proceeding unless such indemnification is limited by the articles of incorporation. In addition, the ABCA requires Arizona corporations to indemnify any “outside director” (a director who is not an officer, employee or holder of more than five percent of any class of the corporation’s stock or the stock of any affiliate of the corporation) against liability unless (i) the corporation’s articles of incorporation limit such indemnification, (ii) the director is adjudged liable in a proceeding by or in the right of the corporation or in any other proceeding charging improper financial benefit to the director, whether or not involving action in the director’s official capacity, in which the director was adjudged liable on the basis that financial benefit was improperly received by the director, or (iii) a court determines, before payment to the outside director, that the director failed to meet the standards of conduct described in the preceding paragraph. With certain limitations, a court may also order that an individual be indemnified if the court finds that the individual is fairly and reasonably entitled to indemnification in light of all of the relevant circumstances, whether or not the individual has met the standards of conduct in this and the preceding paragraph or was adjudged liable as described above.

We have, from time to time, entered into and/or may enter into agreements to indemnify certain of our directors and officers to the fullest extent allowed by law, subject to certain exceptions. To the extent the Board or shareholders may in the future wish to limit or repeal our ability to provide indemnification to our officers and directors, such repeal or limitation may not be effective as to directors or officers who are parties to any indemnification agreements because their rights to full protection would be contractually assured by such agreements.

In Arizona, a corporation may purchase and maintain insurance on behalf of a director or officer of the corporation against liability asserted against or incurred by the individual arising from the individual’s status as a director or officer. We maintain insurance on a regular basis (and not specifically in connection with this offering) against liabilities arising on the part of directors and officers out of their

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performance in such capacities or arising on our part out of the foregoing indemnification provisions, subject to certain exclusions and to the policy limits.

For information regarding our undertaking to submit to adjudication the issue of indemnification for violation of the securities laws, see Item 9 below.

Item 7. Exemption from Registration Claimed .

Not applicable.

Item 8. Exhibits .

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of David P. Falck, Pinnacle West Executive Vice President, General Counsel and Secretary
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of David P. Falck (included in Exhibit 5.1)
24.1	Power of Attorney (contained within the signature page hereto)
24.2	Resolutions of the Board of Directors re the Power of Attorney

In addition to those Exhibits shown above, Pinnacle West hereby incorporates the following Exhibits pursuant to Rule 411 of Regulation C promulgated under the Securities Act by reference to the filings set forth below:

<u>Exhibit No.</u>	<u>Description</u>	<u>Previously Filed as Exhibit</u>	<u>File No.</u>	<u>Date Filed</u>
4.1	Articles of Incorporation, Restated as of May 21, 2008	Exhibit 3.1 to the Pinnacle West/APS June 30, 2008 Form 10-Q Report	1-8962	8-7-08
4.2	Bylaws, amended as of May 19, 2010	Exhibit 3.1 to the Pinnacle West/APS June 30, 2010 Form 10-Q Report	1-8962	8-3-10
4.3	Specimen Certificate of Pinnacle West Common Stock, no par value	Exhibit 4.1 to the Pinnacle West Current Report on Form 8-K dated June 28, 2011	1-8962	6-28-11
4.4	Pinnacle West Capital Corporation 2012 Long-Term Incentive Plan	Appendix A to the Proxy Statement for Pinnacle West's 2012 Annual Meeting of Shareholders	1-8962	3-29-12

(a) Reports filed under File No. 1-8962 were filed in the office of the Securities and Exchange Commission located in Washington, D.C.

Item 9. Undertakings .

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Phoenix, state of Arizona, on June 29, 2012.

PINNACLE WEST CAPITAL CORPORATION

By /s/ Donald E. Brandt
 Donald E. Brandt
 Chairman of the Board of Directors,
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated. Each person whose signature appears below hereby authorizes James R. Hatfield, Lee R. Nickloy and David P. Falck, and each of them, as attorneys-in-fact, to sign his or her name on his or her behalf, individually and in each capacity designated below, and to file any amendments, including post-effective amendments to this registration statement.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Donald E. Brandt</u> (Donald E. Brandt, Chairman of the Board of Directors and Chief Executive Officer)	Principal Executive Officer and Director	June 29, 2012
<u>/s/ James R. Hatfield</u> (James R. Hatfield, Senior Vice President and Chief Financial Officer)	Principal Financial Officer	June 29, 2012
<u>/s/ Denise R. Danner</u> (Denise R. Danner, Vice President, Controller and Chief Accounting Officer)	Principal Accounting Officer	June 29, 2012
<u>/s/ Edward N. Basha, Jr.</u> (Edward N. Basha, Jr.)	Director	June 29, 2012
<u>/s/ Susan Clark-Johnson</u> (Susan Clark-Johnson)	Director	June 29, 2012
<u>/s/ Denis A. Cortese</u> (Denis A. Cortese)	Director	June 29, 2012

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<u>/s/ Michael L. Gallagher</u> (Michael L. Gallagher)	Director	June 29, 2012
<u>/s/ Roy A. Herberger, Jr.</u> (Roy A. Herberger, Jr.)	Director	June 29, 2012
<u>/s/ Dale E. Klein</u> (Dale E. Klein)	Director	June 29, 2012
<u>/s/ Humberto S. Lopez</u> (Humberto S. Lopez)	Director	June 29, 2012
<u>/s/ Kathryn L. Munro</u> (Kathryn L. Munro)	Director	June 29, 2012
<u>/s/ Bruce J. Nordstrom</u> (Bruce J. Nordstrom)	Director	June 29, 2012

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June 29, 2012

Pinnacle West Capital Corporation
400 North Fifth Street
Phoenix, Arizona 85004

Ladies and Gentlemen:

I have supervised lawyers who have acted as in-house counsel for Pinnacle West Capital Corporation, an Arizona corporation (the "Company"), in connection with the Company's preparation and filing with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to the registration of 5,429,715 shares of its common stock, no par value (the "Shares"), issuable pursuant to the Pinnacle West Capital Corporation 2012 Long-Term Incentive Plan (the "Plan").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In rendering the opinions set forth herein, I, or lawyers under my supervision, have reviewed the Registration Statement, exhibits thereto and the Plan. I, or lawyers under my supervision, have also reviewed such other documents and records and have made such other investigation as I have deemed necessary or appropriate to render this opinion. Although treasury shares and shares purchased on the open market may be issued pursuant to the Plan, it is possible that original issuance shares of common stock will be used to fulfill the Company's obligations under the Plan.

I have assumed the legal competency and capacity of all natural persons, the genuineness of all signatures not witnessed, the authenticity of all documents submitted as originals, the conformity to original documents of all documents submitted as electronic, certified, conformed, photostatic or facsimile copies and the authenticity of the originals of such latter documents. In reviewing the executed documents or documents to be executed, I have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder.

Based upon the foregoing and in reliance thereon, and subject to the qualifications and limitations set forth herein, it is my opinion that the Shares, if and when issued in accordance with the terms of the Plan and to the extent they are comprised of original issuance shares of common stock, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited solely to the laws of the state of Arizona and the federal laws of the United States of America (except that I express no opinion as to Arizona securities or blue sky laws) and I express no opinion on the laws of any other jurisdiction. The opinion herein is based upon the facts in existence and laws in effect on

the date hereof and I expressly disclaim any obligation to update, revise, or supplement my opinion herein, regardless of whether changes in such facts or laws come to my attention after the delivery hereof.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and the use of my name under the heading "Interests of Named Experts and Counsel" in the Registration Statement. In giving such consent, I do not thereby concede that I am included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ David P. Falck

David P. Falck

Executive Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report relating to the consolidated financial statements and consolidated financial statement schedules of Pinnacle West Capital Corporation and the effectiveness of Pinnacle West Capital Corporation's internal control over financial reporting dated February 24, 2012, appearing in the Annual Report on Form 10-K of Pinnacle West Capital Corporation for the year ended December 31, 2011.

/s/ DELOITTE & TOUCHE LLP

Phoenix, Arizona

June 29, 2012

CERTIFICATE

I, Shirley A. Baum, Associate Secretary of Pinnacle West Capital Corporation, an Arizona corporation (the "Company"), hereby certify that the following is a true and correct copy of an excerpt from the minutes of a meeting of the Board of Directors of the Company duly called and held on June 20, 2012, at which meeting a quorum was present and acting throughout, such resolutions were duly adopted and such resolutions have not been amended or rescinded, but remain in full force and effect on the date hereof:

RESOLVED, that each of the proper officers of Pinnacle West Capital Corporation (the "Company"), acting on its behalf, is hereby authorized to prepare, execute, and file with the Securities and Exchange Commission (the "SEC") an appropriate registration statement or registration statements with respect to 4,595,500 shares of the Company's common stock to be offered and sold pursuant to the Pinnacle West Capital Corporation 2012 Long-Term Incentive Plan (the "Plan"), plus any additional shares as may become issuable under the Plan pursuant to Section 4.2 or Section 4.4 of the Plan, as shall be determined by any of the proper officers of the Company (collectively, the "Plan Shares"), and such amendments, including post-effective amendments, supplements, exhibits, and other documents, under the Securities Act of 1933, as amended, as he or she may consider appropriate or advisable from time to time; and further

RESOLVED, that the name of each of the proper officers of the Company may be signed to any such registration statement, amendment, supplement, exhibit, or other document pursuant to a power of attorney or other similar delegation of authority; and further...

IN WITNESS WHEREOF, I have executed this Certificate as of the 29th day of June, 2012.

/s/ Shirley A. Baum

Shirley A. Baum

Associate Secretary
