HAWAIIAN ELECTRIC INDUSTRIES INC
Form 11-K
June 25, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

o TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-8503

HAWAIIAN ELECTRIC INDUSTRIES RETIREMENT SAVINGS PLAN

Hawaiian Electric Industries, Inc.

1001 Bishop Street, Suite 2900, Honolulu, Hawaii 96813

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REQUIRED INFORMATION

Financial Statements. The statements of net assets available for benefits as of December 31, 2012 and 2011, and the statements of changes in net assets available for benefits for the years then ended, together with notes to financial statements, and PricewaterhouseCoopers LLP s Report of Independent Registered Public Accounting Firm thereon, are filed as a part of this annual report, as listed in the accompanying index.

Exhibit. The written consent of PricewaterhouseCoopers LLP with respect to the incorporation by reference of the Plan s financial statements in registration statement No. 333-02103 on Form S-8 of Hawaiian Electric Industries, Inc. is filed as a part of this annual report and attached hereto as Exhibit 23.1.

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SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

	HAWAIIAN ELECTRIC INDUSTRIES RETIREMENT SAVINGS PLAN	
Date: June 25, 2013	By:	HAWAIIAN ELECTRIC INDUSTRIES, INC. PENSION INVESTMENT COMMITTEE Its Named Fiduciary
	By:	/s/ James A. Ajello James A. Ajello Its Chairman
	By:	/s/ Chester A. Richardson Chester A. Richardson Its Secretary

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Note: Other schedules required by Section 2520.103-10 of the U.S. Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of the
Hawaiian Electric Industries Retirement Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Hawaiian Electric Industries Retirement Savings Plan (the Plan) at December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
June 25, 2013

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Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	2012	2011
Assets		
Plan interest in Master Trust		
Investments, at fair value	$ 314,805,682	$ 281,286,297
Notes receivable from participants	6,282,754	5,964,986
Participant contributions receivable	789,234	104,856
Employer contributions receivable	7,787	
Due from Fidelity	36,625	
Total assets	321,922,082	287,356,139
Liabilities		
Accounts payable	4,657	4,352
Net assets available for benefits	$ 321,917,425	$ 287,351,787

The accompanying notes are an integral part of these financial statements.

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Retirement Savings Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2012 and 2011

	2012	2011
Additions		
Additions to net assets attributable to		
Investment income		
Plan interest in Master Trust		
Net appreciation (depreciation) in fair value of investments	$ 18,389,882	$ (2,646,826)
Dividends and interest	8,634,545	7,976,356
Total investment income	27,024,427	5,329,530
Master Trust interest from participants notes receivable	263,657	250,302
Revenue credit	125,143	
Mutual fund settlement	77,262	
Contributions		
Participants	19,175,450	16,892,389
Employer	265,350	24,683
Rollover	1,044,089	1,210,485
Total contributions	20,484,889	18,127,557
Total additions	47,975,378	23,707,389
Deductions		
Distributions to participants	(13,339,510)	(17,506,902)
Administrative expenses and other	(70,230)	(25,468)
Total deductions	(13,409,740)	(17,532,370)
Net increase	34,565,638	6,175,019
Net assets available for benefits		
Beginning of year	287,351,787	281,176,768
End of year	$ 321,917,425	$ 287,351,787

The accompanying notes are an integral part of these financial statements.

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1. Plan Description

The Hawaiian Electric Industries Retirement Savings Plan (the Plan or HEIRS Plan) was established by Hawaiian Electric Industries, Inc. (the Company or HEI) effective April 1, 1984. The Plan is a defined contribution 401(k) plan that provides certain tax-favored retirement benefits to participating employees. As of December 31, 2012, the Participating Employers in the Plan were Hawaiian Electric Industries, Inc., Hawaiian Electric Company, Inc. (HECO), Maui Electric Company, Limited (MECO), and Hawaii Electric Light Company, Inc. (HELCO).

Effective May 1, 2011, the HEIRS Plan was amended and restated in its entirety to incorporate benefit changes negotiated with the electrical workers union representing employees of HECO, MECO and HELCO. The changes include a 50% match on the first 6% of compensation deferred to the HEIRS Plan by all employees who commence employment on or after May 1, 2011. The matching contribution is subject to a six-year graded vesting schedule. As part of the restatement, HEI, the Plan sponsor, was designated as the Plan Administrator, as defined in the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Effective January 1, 2013, the HEIRS Plan was again amended and restated in its entirety to incorporate all amendments required by the 2011 Cumulative List of Changes in Plan Qualification Requirements, including amendments to comply with the Pension Protection Act of 2006, the Heroes Earnings Assistance and Relief Tax Act of 2008, and the Worker, Retiree, and Employer Recovery Act of 2008.

On January 31, 2013, the HEIRS Plan document, as restated, was submitted to the Internal Revenue Service (IRS) for a determination that the language of the Plan continues to meet the federal tax law requirements applicable to it.

The following description of the Plan provides only general information. Participants should refer to the Plan document for its detailed provisions, which are also summarized in the most recent prospectus for the Plan and in the summary plan description:

a. Plan Administration

The Company is the Administrator of the Plan. The board of directors of the Company has established the Pension Investment Committee (PIC) to oversee the administration of the Plan and the investment options offered under the Plan. The PIC has appointed an Administrative Committee to oversee the day-to-day administration of the Plan, which includes the discretionary authority to interpret the Plan s provisions. The

PIC has also appointed an Investment Committee to oversee the day-to-day financial affairs of the Plan. The Administrative and Investment Committees are comprised of employees of the Company or its subsidiaries and are chaired by a member of the PIC.

The Participating Employers and the Plan currently pay the Plan s administrative fees. The Plan s trustee and certain of the mutual funds offered under the Plan also provide revenue credits to the Plan, which are used to pay for Plan administration including recordkeeping. Fees charged directly to the Plan that are not paid by revenue credits or other asset-based fees may be allocated to participant accounts. Participants may also be assessed interest and fees related to participants notes receivable and withdrawals.

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b. Eligibility

All nonbargaining unit employees of the Participating Employers (other than leased employees or contract employees hired for specific tasks or assignments) are eligible to participate in the Plan upon employment. Bargaining unit employees are eligible to participate in the Plan upon becoming regular employees under the terms of the applicable collective bargaining agreement (and subject to any future changes therein). Participation in the Plan is voluntary for eligible employees.

c. Salary Reduction Contributions

Employees participate in the Plan by making salary reduction contributions of up to 30% of compensation, subject to a federal tax limit of $17,000 in 2012 and $16,500 in 2011.

Participants who are age 50 or older, or who attain age 50 during the year, may elect to make catch-up contributions, as defined in the Plan, subject to a federal tax limit of $5,500 in 2012 and 2011.

For purposes of calculating contributions to the Plan, compensation is defined as Box 1, W-2 earnings, modified to (a) exclude discretionary bonuses, fringe benefits, employer nonelective contributions to a cafeteria plan, reimbursements, moving and other expense allowances, and special executive compensation; and (b) include nontaxable elective contributions made by a Participating Employer to the Plan, a cafeteria plan, or a pretax transportation spending plan.

Federal tax law limits the amount of annual compensation that may be taken into account in determining contributions to the Plan. The maximum limit was $250,000 in 2012 and $245,000 in 2011.

d. Employer Nonelective Contributions and Matching Contributions for New Employees

Effective May 1, 2011, the Participating Employers began matching the 401(k) contributions of their respective participants who were first employed (or deemed to be new employees under Section 1.2 of the Retirement Plan for Employees of Hawaiian Electric Industries, Inc. and Participating Subsidiaries) after April 30, 2011. The amount of the match is 50% of the first 6% of annual compensation deferred by the participant (i.e., maximum matching contribution of 3% of the participant s annual compensation).

e. Participant Accounts

Each participant has an individual account in the Plan, which may include one or more subaccounts. Each participant is 100% vested in all of the participant s subaccounts other than a matching contribution subaccount (if any). A participant s benefits equal the vested balance in the participant s account at the time of distribution. Each participant s account is credited with the participant s elective contributions, matching contributions, if applicable, and allocations of Plan earnings and gains or losses (whether realized or unrealized), and charged with an allocation of any administrative expenses paid directly by the Plan or charged directly to the participant s account. Individual expenses, such as fees associated with loans and distributions, are charged directly to a participant s individual account. Other administrative expenses, such as recordkeeping expenses, are paid through investment level expenses that are borne by participants in proportion to their investments in the designated investment alternatives that generate revenue credits for the Plan. Participant accounts are valued at the end of each day that the New York Stock Exchange is open.

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The Plan is intended to be an ERISA Section 404(c) plan, under which the fiduciaries of the Plan are relieved of liability for any losses that are the direct and necessary result of a participant s or beneficiary s exercise of control over the investments in his or her individual account. Participants are responsible for directing the investment of all amounts in their accounts using investment options offered under the Plan and for the performance of such investments. The Plan currently offers various mutual funds and target-date funds, and a unitized common stock fund that consists of shares of HEI common stock and short-term liquid investments. Participants may change their investment elections at any time. If a participant does not choose an investment option for any portion of the participant s account, such amounts are automatically invested in the age-appropriate Fidelity Freedom Index Fund - Class W specific to the participant s normal retirement age or such other investment as the PIC may direct, pending other direction by the participant.

The portion of the Plan comprising the HEI Common Stock Fund is designated as an employee stock ownership plan (ESOP). Amounts contributed to the Plan for investment in the HEI Common Stock Fund or transferred to the HEI Common Stock Fund from other investment alternatives become part of the ESOP component of the Plan.

There are two limitations on the amount a participant may invest in the HEI Common Stock Fund. First, a participant may not direct more than 20% of any contribution to the HEI Common Stock Fund. Second, participants and beneficiaries are prohibited from making transfers or exchanges from other investment alternatives into the HEI Common Stock Fund if the transfer or exchange would cause the participant s or beneficiary s investment in the HEI Common Stock Fund to exceed 20% of the participant s or beneficiary s total account balance.

f. Distributions

Distributions from participants accounts are generally made upon retirement, death, permanent disability or other termination of employment. Distributions may be made in a single lump sum, or a retired or terminated participant may elect to receive partial distributions (once per year) until the participant s account has been distributed in full or the participant elects to receive a single-sum distribution of the remaining account balance. Retired participants may also elect to receive required minimum distributions from the Plan.

Account balances of $5,000 or less are automatically distributed upon termination of employment. Any automatic distribution of more than $1,000 (but not more than $5,000) is made in the form of an automatic direct rollover to an Individual Retirement Account (IRA) designated by the Administrative Committee, unless the participant requests a cash distribution or a direct rollover to an IRA or tax-qualified retirement plan of the participant s choosing.

Distributions from the HEI Common Stock Fund are in the form of HEI common stock, with any fractional shares paid in cash, or, if the participant so elects, cash. Distributions of HEI Stock Ownership Plan (HEISOP) subaccounts invested in the HEI Common Stock Fund may be made in installments, generally over a period of no more than five years, or may be made in a single lump sum (in stock or in cash).

The participant s account will be reduced by any unpaid note balance at the time of distribution.

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g. Death Benefits

Upon the death of a participant, the full value of the participant s vested account balance is payable as a death benefit to the participant s designated beneficiary.

h. Withdrawals While Employed

Prior to termination of employment, pretax salary-reduction and catch-up contributions (and income earned on such contributions prior to 1989) and certain other contributions may be withdrawn in the event of hardship. A participant who receives a hardship withdrawal is prohibited from making additional pretax salary reduction contributions to the Plan for six months following the hardship withdrawal.

Upon request, a participant may withdraw tax-deductible voluntary contributions or after-tax contributions previously allowed under the Plan. These contributions are no longer permitted under the Plan.

Participants who elect to invest portions of their account balances in the HEI Common Stock Fund (the ESOP component of the Plan) may elect to receive cash distributions of periodic dividends attributable to such investments or may elect to have such dividends reinvested.

A participant who is age 59½ or older may elect to receive an in-service distribution from his or her vested account balance once per year.

i. Notes Receivable from Participants

Participants may borrow from their accounts. The loans must be on commercially reasonable terms and be evidenced by a note. The minimum note amount is $1,000 and the maximum amount of all notes under the Plan is limited to the lesser of $50,000, reduced by the highest outstanding note balance during the prior 12 months, or 50% of the participant s eligible vested account balance. The term of a note generally may not exceed 5 years, except that a note used to purchase a principal residence may have a term of up to 15 years. The interest rate on a note is set at the time a participant applies for the note. The interest rate is currently 2 percentage points above the Federal Reserve prime rate of interest as of the last working day of the month preceding the month the note is made. All outstanding notes are collateralized by 50% of the participant s vested account balance, determined when a note is approved. No allowance for credit losses has been recorded as of December 31, 2012 and 2011. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the default will be a deemed distribution. However, the participant s account will not be reduced until a distributable event occurs under the terms of the Plan. Notes outstanding at December 31, 2012 bear interest at various rates ranging from 3.50% to 9.25%. Principal and interest payments are made ratably through payroll deductions. Participants are allowed up to two notes outstanding at any one time from the Plan.

j. Vesting

Salary reduction contributions, including catch-up contributions, are fully vested when made. Matching contributions for participants first employed after April 30, 2011 are subject to a six-year graded vesting schedule as noted below, except that such amounts become fully vested when the participant attains age 65 if the participant is still employed by a Participating Employer or another subsidiary of HEI that is not a Participating Employer.

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Years of Vesting Service	Vested Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

k. Forfeitures

Plan forfeitures are used to pay Plan administrative expenses and to reduce Participating Employers matching contributions. Forfeitures of terminated nonvested account balances at December 31, 2012 and 2011, totaled $5,535 and $0, respectively.

l. Collective Bargaining Agreement

As of December 31, 2012, approximately 52% of the electric utilities employees were members of the International Brotherhood of Electrical Workers, AFL-CIO, Local 1260, which is the only union representing employees of the electric utilities.

2. Summary of Significant Accounting Policies

a. Basis of Accounting

The Plan prepares its financial statements under the accrual method of accounting.

b. Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

The Plan s investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The PIC is responsible for the Plan s valuation principles and utilizes information provided by the Plan s investment advisers and custodian. See Note 3 for a discussion of fair value measurements. Net appreciation or depreciation in the fair value of investments includes realized and unrealized changes in the values of investments bought, sold, and held during the year.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

d. Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest, if any. Delinquent participant loans are reclassified as distributions.

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e. Payment of Benefits

The Plan records benefits when they are paid.

f. Risks and Uncertainties

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Approximately 20% and 23% of the Plan s net assets at December 31, 2012 and 2011, respectively, consisted of common stock in HEI.

g. Recent Accounting Standards

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS), which is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments are of two types: (i) those that clarify the FASB s intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The Plan Administrator has considered the impact of the adoption of this update and determined it had no effect on the Plan s financial statements.

h. Subsequent Events

The Plan Administrator has evaluated subsequent events through the date the financial statements were issued.

3. Fair Value Measurements

a. Fair Value of Financial Instruments

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds

Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Hawaiian Electric Industries, Inc. Common Stock Fund

Invests primarily in shares of HEI common stock with a fractional amount invested in interest-bearing cash equivalents. HEI common stock held by the HEI Common Stock Fund is valued at the closing price reported on the last business day of the Plan year on the active market on which the common stock is traded. Cash equivalents include investments in money market mutual funds valued at the NAV.

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The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values, which may be materially affected by market conditions and other circumstances. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

b. Fair Value Hierarchy

Accounting Standards Codification 820, *Fair Value Measurements and Disclosures,* provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The following are the three levels of the fair value hierarchy under this standard:

Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Plan has the ability to access at the measurement date.

Level 2 Inputs are quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level of input that is significant to the fair value measurement in its entirety.

4. Interest in Master Trust

All the assets of the HEIRS Plan are held together with all the assets of the American Savings Bank 401(k) Plan in a master trust (the Master Trust) pursuant to a Master Trust Agreement between HEI and American Savings Bank, F.S.B. (ASB) and Fidelity Management Trust Company (the Trustee) that was amended and restated in its entirety as of September 4, 2012. Each participating retirement plan has an undivided interest in the Master Trust which is affected by participants decisions with respect to their individual accounts.

The value of the Plan s interest in the Master Trust is based on the beginning of the year value of the Plan s interest in the Master Trust plus actual contributions, transfers and allocated investment income or loss less actual distributions and allocated administrative expenses. At both December 31, 2012 and 2011, the Plan s interest in the assets of the Master Trust was approximately 81%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the daily valuation of the balances invested by each plan.

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The following table presents the assets of the Master Trust and the Plan s interest in the Master Trust:

		2012		2011
Investments				
Mutual funds	$	313,958,142	$	268,195,047
HEI Common Stock Fund		73,477,464		77,258,991
Total investments		387,435,606		345,454,038
Notes receivable from participants		8,758,491		8,308,351
Participant contributions receivable		789,308		163,976
Employer contributions receivable		1,792,682		1,639,686
Due from Fidelity		47,608		
Accounts payable		(8,112)		(7,664)
Total net assets	$	398,815,583	$	355,558,387
Plan Interest in Master Trust				
Investments	$	314,805,682	$	281,286,297
Notes receivable from participants		6,282,754		5,964,986

The following table presents the investments in the Master Trust that represent greater than 5% of the Plan s net assets:

		2012		2011
Mutual funds				
T. Rowe Price Growth Stock Fund	$	50,824,305	$	42,606,333
Fidelity Retirement Money Market Trust Money Market Portfolio		34,873,695		33,995,832
Spartan 500 Index Fund Institutional Class		29,460,679		19,693,181
Fidelity Puritan Fund Class K		23,516,513		20,424,696
Spartan U.S. Bond Index Fund Institutional Class				14,227,937
HEI Common Stock Fund		63,574,243		66,667,714

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The following table presents the income of the Master Trust and the Plan s interest in the Master Trust:

		2012		2011
Net appreciation (depreciation) in fair value of investments				
Mutual funds	$	26,768,356	$	(14,467,539)
HEI Common Stock Fund		(3,797,136)		10,559,856
Dividends and interest		10,531,962		9,726,220
Total investment income	$	33,503,182	$	5,818,537
Interest from participants notes receivable	$	361,702	$	341,971
Plan Interest in Master Trust				
Investment income	$	27,024,427	$	5,329,530
Interest from participants notes receivable		263,657		250,302

The following table presents the changes in net assets of the Master Trust:

		2012		2011
Net appreciation (depreciation) in fair value of investments	$	22,971,220	$	(3,907,682)
Dividends and interest		10,531,962		9,726,219
Net investment income		33,503,182		5,818,537
Net transfers		9,754,014		3,893,874
Increase in net assets		43,257,196		9,712,411
Net assets				
Beginning of year		355,558,387		345,845,976
End of year	$	398,815,583	$	355,558,387

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The following tables set forth by level, within the fair value hierarchy, the Master Trust s investments at fair value as of December 31, 2012 and 2011. There are no Level 3 investments held by the Master Trust. Also included is the Plan s percentage interest in each investment type.

Quoted Prices in Active	Significant