

OGE ENERGY CORP.
Form 8-K
May 18, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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)

May 14, 2015

OGE ENERGY CORP.
(Exact Name of Registrant as Specified in Its Charter)

Oklahoma
(State or Other Jurisdiction of Incorporation)

1-12579
(Commission File Number)

73-1481638
(IRS Employer Identification No.)

321 North Harvey, P.O. Box 321, Oklahoma City, Oklahoma
(Address of Principal Executive Offices)

73101-0321
(Zip Code)

405-553-3000
(Registrant's Telephone Number, Including Area Code)

(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):

- * Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - * Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - * Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - * Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 5.02 Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Mr. Wayne H. Brunetti reached the Company's retirement age and retired from the Board of Directors of OGE Energy Corp. at the Annual Meeting. Mr. Brunetti has served as a director of OGE Energy and OG&E since 2008.

At the Annual Meeting, Mr. Peter B. Delaney, Chief Executive Officer and Chairman of the Board, announced his plan to retire from OGE Energy Corp. and OG&E in the first quarter of 2016.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of OGE Energy Corp. held on May 14, 2015, the shareholders:

- Elected the 10 directors nominated by the Board of Directors;
- Ratified the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2015;
- Approved, on an advisory basis, named executive officer compensation;
- Approved a shareholder proposal regarding simple majority vote; and
- Did not approve a shareholder proposal regarding a report on greenhouse gas emission reductions.

The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each of such matters, were as stated below.

| Proposal No. 1: | Votes For | Votes Withheld | Broker Non-Votes | |
|--|-------------|----------------|------------------|------------------|
| Election of Directors | | | | |
| Terms Expiring in 2016 | | | | |
| James H. Brandi | 133,974,063 | 2,111,947 | 34,078,654 | |
| Luke R. Corbett | 133,637,650 | 2,448,360 | 34,078,654 | |
| Peter B. Delaney | 131,145,816 | 4,940,194 | 34,078,654 | |
| John D. Groendyke | 133,726,365 | 2,359,645 | 34,078,654 | |
| Kirk Humphreys | 134,041,957 | 2,044,053 | 34,078,654 | |
| Robert Kelley | 133,799,006 | 2,287,004 | 34,078,654 | |
| Robert O. Lorenz | 133,544,875 | 2,541,135 | 34,078,654 | |
| Judy R. McReynolds | 134,039,882 | 2,046,128 | 34,078,654 | |
| Sheila G. Talton | 134,035,553 | 2,050,457 | 34,078,654 | |
| Sean Trauschke | 134,321,575 | 1,764,435 | 34,078,654 | |
| | | | | |
| Proposal No. 2: | Votes For | Votes Against | Abstentions | |
| Ratification of the Appointment of Ernst & Young LLP as the Company's Principal Independent Accountants for 2015 | 167,986,482 | 1,256,501 | 921,681 | |
| | | | | |
| Proposal No. 3: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Advisory Vote to Approve Named Executive Officer Compensation | 129,050,294 | 5,404,419 | 1,631,297 | 34,078,654 |
| | | | | |
| Proposal No. 4: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Shareholder proposal regarding simple majority vote | 131,957,830 | 3,230,051 | 898,129 | 34,078,654 |

Edgar Filing: OGE ENERGY CORP. - Form 8-K

| Proposal No. 5: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---|------------|---------------|-------------|------------------|
| Shareholder proposal regarding a report on greenhouse gas emission reductions | 26,371,029 | 82,812,786 | 26,902,195 | 34,078,654 |

SIGNATURE

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.

OGE ENERGY CORP.
(Registrant)

By: /s/ Scott Forbes
Scott Forbes
Controller and Chief Accounting Officer

May 18, 2015