

Duke Energy CORP
Form 8-K
May 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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 3, 2012**

DUKE ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-32853
(Commission

File Number)

20-2777218
(IRS Employer

Identification No.)

550 South Tryon Street, Charlotte, North Carolina 28202

(Address of Principal Executive Offices, including Zip code)

Edgar Filing: Duke Energy CORP - Form 8-K

(704) 382-3853

(Registrant's telephone number, including area code)

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:

- 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 5.07. Submission of Matters to a Vote of Security Holders.

(a) Duke Energy Corporation (the Corporation) held its Annual Meeting of Shareholders (the Annual Meeting) on May 3, 2012.

(b) At the meeting, shareholders elected all 11 of the directors nominated by the Board of Directors and ratified the appointment of Deloitte & Touche LLP as the Corporation's independent public accountant for 2012. Each director received a greater number of votes cast for his or her election than votes cast withheld for his or her election as reflected below. The shareholders approved a non-binding, advisory vote on the Corporation's named executive officer compensation. The amendment of the Amended and Restated Certification of Incorporation of the Corporation was not approved as it required the approval of 80% of the outstanding shares of the Corporation. Two shareholder proposals presented at the meeting also failed to receive approval. For more information on the proposals, see Duke Energy's proxy statement dated March 22, 2012. Set forth below are the final voting results for each of the proposals.

- Election of Director Nominees**

| Director | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|------------------------|-------------|----------------|-------------|------------------|
| William Barnet, III | 724,640,325 | 18,873,286 | | 385,630,553 |
| G. Alex Bernhardt, Sr. | 724,854,914 | 18,658,697 | | 385,630,553 |
| Michael G. Browning | 722,197,015 | 21,316,596 | | 385,630,553 |
| Daniel R. DiMicco | 724,440,290 | 19,073,321 | | 385,630,553 |
| John H. Forsgren | 725,067,740 | 18,445,871 | | 385,630,553 |
| Ann Maynard Gray | 723,109,324 | 20,404,287 | | 385,630,553 |
| James H. Hance, Jr. | 717,116,637 | 26,396,974 | | 385,630,553 |
| E. James Reinsch | 725,370,446 | 18,143,165 | | 385,630,553 |
| James T. Rhodes | 725,336,591 | 18,177,020 | | 385,630,553 |
| James E. Rogers | 706,279,692 | 37,233,919 | | 385,630,553 |
| Philip R. Sharp | 724,939,547 | 18,574,064 | | 385,630,553 |

- Proposal to ratify the appointment of Deloitte & Touche LLP as independent public accountant for 2012**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------|---------------|-------------|------------------|
| 1,103,289,050 | 20,484,128 | 5,371,050 | 0 |

- Approval, on an advisory basis, of Duke Energy Corporation's named executive officer compensation**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

Edgar Filing: Duke Energy CORP - Form 8-K

| | | | |
|-------------|------------|-----------|-------------|
| 687,223,159 | 47,759,769 | 8,530,747 | 385,630,553 |
|-------------|------------|-----------|-------------|

- **Amendment of the Amended and Restated Certificate of Incorporation of Duke Energy Corporation**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 705,659,604 | 32,798,450 | 5,055,621 | 385,630,553 |

- **Shareholder proposal regarding the issuance of a report on the financial risks of continued reliance on coal**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 75,769,322 | 558,495,701 | 109,248,652 | 385,630,553 |

- **Shareholder Proposal regarding an amendment to our organizational documents to require majority voting for the election of directors**

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 303,503,034 | 433,649,677 | 6,360,964 | 385,630,553 |

(c) Not applicable.

(d) Not applicable.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE ENERGY CORPORATION

Date: May 9, 2012

By: /s/ Marc E. Manly
Name: Marc E. Manly
Title: Group Executive, Chief Legal Officer and Corporate Secretary