

MGE ENERGY INC  
Form 8-K  
May 24, 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**

**May 22, 2012**

Date of report (*date of earliest event reported*)

| <b>Commission<br/>File No.</b> | <b>Name of Registrant, State of Incorporation, Address<br/>of Principal Executive Offices, and Telephone No.</b> | <b>IRS Employer<br/>Identification No.</b> |
|--------------------------------|--|--|
| 000-49965                      | <b>MGE Energy, Inc.</b><br><i>(a Wisconsin Corporation)</i><br>133 South Blair Street                            | 39-2040501                                 |

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Madison, Wisconsin 53703

(608) 252-7000

www.mgeenergy.com

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))

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

MGE Energy's Annual Meeting of Shareholders was held on May 22, 2012, in Middleton, Wisconsin. The final results of voting on each of the matters submitted to a vote of security holders during MGE Energy's annual meeting of shareholders were as follows:

**1.**

**Election of two Class II Directors with terms of office expiring at the 2015 annual meeting of shareholders.**

|                | <u>For Votes</u> | <u>Withhold Votes</u> | <u>Shares Not Voted</u> |
|----------------|------------------|-----------------------|-------------------------|
| John R. Nevin  | 15,288,711       | 400,418               | 7,424,509               |
| Gary J. Wolter | 15,240,049       | 449,080               | 7,424,509               |

No votes were cast for any other nominee. The directors continuing in office are:

| Class I Directors    | Class III Directors  |
|----------------------|----------------------|
| Term Expires in 2014 | Term Expires in 2013 |
| Londa J. Dewey       | Mark D. Bugher       |
| Regina M. Millner    | F. Curtis Hastings   |
| Thomas R. Stolper    | James L. Possin      |

**2.**

**Ratification of selection of PricewaterhouseCoopers LLP to serve as MGE Energy's independent registered public accounting firm.**

| <u>For</u> | <u>Against</u> | <u>Abstained</u> | <u>Shares Not Voted</u> |
|------------|----------------|------------------|-------------------------|
| 19,147,289 | 131,810        | 195,084          | 3,639,455               |



**SIGNATURES**

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 hereunto duly authorized.

**MGE Energy, Inc.**  
*(Registrant)*

Date: May 24, 2012

/s/ Jeffrey C. Newman  
Jeffrey C. Newman

Vice President, Chief Financial Officer,

Secretary and Treasurer