

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
December 16, 2015

**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) December 15, 2015**

**PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED**

**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-09120**  
**(Commission**

**File Number)**  
**80 Park Plaza, P.O. Box 1171**

**22-2625848**  
**(I.R.S. Employer**

**Identification No.)**

**Newark, New Jersey 07101-1171**

**(Address of principal executive offices) (Zip Code)**

**973-430-7000**

**(Registrant's telephone number, including area code)**

**<http://www.pseg.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 (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 or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 15, 2015, Public Service Enterprise Group Incorporated (PSEG) elected Mr. Willie A. Deese to its Board of Directors, effective February 16, 2016, for a term ending at the 2016 Annual Meeting of Stockholders. Mr. Deese has not been appointed to any committees at this time.

Mr. Deese has been Executive Vice President of Merck & Co. Inc. since January 2008 and has served as President of Merck Manufacturing Division since May 2005. He joined Merck & Co. in 2004 as Senior Vice President of Global Procurement.

Mr. Deese also serves as a Director of DENTSPLY International Inc., a dental equipment and supplies manufacturing company, and CDK Global, Inc., a provider of integrated technology solutions for automotive and heavy equipment dealerships.

**Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On December 15, 2015, the Board of Directors of PSEG approved, effective on that date, amendments to the By-Laws of PSEG to adopt a proxy access by-law that will allow PSEG to include in its proxy materials candidates nominated by a shareholder pursuant to certain conditions set forth within the By-Laws amended as of December 15, 2015.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99. Press Release dated December 16, 2015

Exhibit 99.1. By-Laws of Public Service Enterprise Group Incorporated, as in effect December 15, 2015

**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.

**PUBLIC SERVICE ENTERPRISE GROUP  
INCORPORATED**

(Registrant)

By:           /s/   Stuart J. Black  
                              Stuart J. Black  
                              Vice President and Controller  
                              (Principal Accounting Officer)

Date: December 16, 2015