

OGE ENERGY CORP.

Form DEFA14A

April 15, 2013

SCHEDULE 14A

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

OGE ENERGY CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

April 15, 2013

Members are encouraged to vote their OGE shares  
Vote by telephone or Internet any time

The annual meeting of shareholders of OGE Energy Corp. will be held at 10 a.m., Thursday, May 16, 2013 at the Skirvin Hilton Hotel in Oklahoma City for the following purposes:

- (1) To elect 10 members of the Board of Directors;
- (2) To ratify the appointment of Ernst & Young LLP as the company's principal independent accountants for 2013;
- (3) To hold an advisory vote to approve named executive officer compensation;
- (4) To amend the Restated Certificate of Incorporation to eliminate supermajority voting provisions;
- (5) To approve the OGE Energy Corp. 2013 Stock Incentive Plan;
- (6) To approve the OGE Energy Corp. 2013 Annual Incentive Compensation Plan;
- (7) To amend the Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 225,000,000 to 450,000,000;
- (8) To consider a shareholder proposal regarding reincorporation in Delaware; and
- (9) To transact such other business as may properly come before the meeting.

The Board of Directors recommends a vote to elect 10 members of the Board of Directors in proposal (1) and FOR proposals (2) through (7). The Board of Directors recommends you vote AGAINST proposal (8).

Most company members are shareholders through benefit plans like the Retirement Savings Plan (401(k)) administered by Fidelity Investments and as shareholders are entitled to vote. The company would like to emphasize the importance of everyone voting their shares. Active members who own OGE shares through the Retirement Savings Plan will receive a proxy card with instructions for voting by one of three methods:

Internet: [www.proxyvote.com](http://www.proxyvote.com)  
Telephone: 1-800-690-6903  
Mail: Return the Proxy Card in the postage paid envelope

When voting on the Internet or by telephone, shareholders will need their control number which is printed on the proxy card.

Electronic voting and Web site posting of financial reports and proxy information help the company save thousands of dollars in printing, mailing and handling costs. Every member who participates in the electronic voting process, by Internet or telephone, contributes to the savings.

Members who would like more information should notify Todd Tidwell, Director of Investor Relations, via e-mail at [tidweltj@oge.com](mailto:tidweltj@oge.com).

Results of the shareholder proxy voting will be announced during the annual meeting on May 16.