

OGE ENERGY CORP.
Form 8-K
May 22, 2013

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 16, 2013

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 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of OGE Energy Corp. held on May 16, 2013, 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 2013;
- Approved, on an advisory basis, executive compensation;
- Did not approve the amendment to the Restated Certificate of Incorporation to eliminate supermajority voting provisions;
- Approved the OGE Energy Corp. 2013 Stock Incentive Plan;
- Approved the OGE Energy Corp. 2013 Annual Incentive Compensation Plan;
- Approved the amendment to the Restated Certificate of Incorporation to increase the number of authorized common stock from 225,000,000 to 450,000,000; and
- Did not approve the shareholder proposal regarding reincorporation in Delaware.

The proposal to amend the Company's Restated Certificate of Incorporation to eliminate supermajority voting provisions required the approval of not less than 80 percent of the outstanding shares of the Company's common stock. The proposal was not approved because it did not receive approval from 80 percent of our outstanding shares.

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

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 2014 | | | | |
| James H. Brandi | 66,200,342 | 905,893 | 16,284,474 | |
| Wayne H. Brunetti | 66,335,662 | 770,573 | 16,284,474 | |
| Luke R. Corbett | 66,168,337 | 937,898 | 16,284,474 | |
| Peter B. Delaney | 66,158,181 | 948,054 | 16,284,474 | |
| John D. Groendyke | 66,305,165 | 801,070 | 16,284,474 | |
| Kirk Humphreys | 66,115,521 | 990,714 | 16,284,474 | |
| Robert Kelley | 66,373,823 | 732,412 | 16,284,474 | |
| Robert O. Lorenz | 66,400,455 | 705,780 | 16,284,474 | |
| Judy R. McReynolds | 66,310,091 | 796,144 | 16,284,474 | |
| Leroy C. Richie | 65,877,715 | 1,228,520 | 16,284,474 | |
| Proposal No. 2: | Votes For | Votes Against | Abstentions | |
| Ratification of the appointment of Ernst & Young LLP as our principal independent accountants for 2013 | 82,359,774 | 696,067 | 334,868 | |
| Proposal No. 3: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Advisory vote on executive compensation | 61,255,570 | 4,285,952 | 1,564,713 | 16,284,474 |
| Proposal No. 4: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Amendment to the Restated Certificate of Incorporation to eliminate supermajority voting provisions | 64,727,767 | 1,843,946 | 534,522 | 16,284,474 |
| Proposal No. 5: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Approval of the OGE Energy Corp. 2013 Stock Incentive Plan | 63,224,182 | 3,115,537 | 766,516 | 16,284,474 |
| Proposal No. 6: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Approval of the OGE Energy Corp. 2013 Annual Incentive Compensation Plan | 63,681,373 | 2,527,672 | 897,190 | 16,284,474 |
| Proposal No. 7: | Votes For | Votes Against | Abstentions | |
| Amendment to the Restated Certificate of Incorporation to increase the number of authorized common stock from 225,000,000 to 450,000,000 | 79,415,882 | 3,151,473 | 823,354 | |
| Proposal No. 8: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Shareholder proposal regarding reincorporation in Delaware | 2,563,794 | 63,647,095 | 895,346 | 16,284,474 |

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 22, 2013