

DTE ENERGY CO
Form 8-K
May 12, 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): May 7, 2015

| Commission File Number | Exact Name of Registrant as Specified in its Charter, State of Incorporation, Address of Principal Executive Offices and Telephone Number | IRS Employer Identification No. |
|---------------------------|---|------------------------------------|
| 1-11607 | DTE Energy Company (a Michigan corporation) One Energy Plaza Detroit, Michigan 48226-1279 313-235-4000 | 38-3217752 |

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 5.02 . Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) Effective with the May 7, 2015 Annual Meeting of Shareholders (the Annual Meeting), Lillian Bauder, a member of the Board of Directors (the Board) of DTE Energy Company (the Company), retired from the Board. Dr. Bauder reached the Board's mandatory retirement age during her most recent term.

(b) At the Annual Meeting, the shareholders of the Company approved a proposal to adopt a new executive performance plan (Executive Performance Plan). A description of the Executive Performance Plan can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 12, 2015 (the Proxy) in "Proposal No. 4 - Management Proposal - Executive Performance Plan," which is incorporated herein by reference. This description is qualified in its entirety by reference to the Executive Performance Plan attached to the Proxy as Exhibit A.

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

(a) The Annual Meeting was held on May 7, 2015.

(b) At the Annual Meeting:

The director nominees named in the Proxy were all elected to the Board as follows: Gerard M. Anderson, David A. Brandon, W. Frank Fountain, Jr., Charles G. McClure, Jr., Gail J. McGovern, Mark A. Murray, James B. Nicholson, Charles W. Pryor, Jr., Josue Robles, Jr., Ruth G. Shaw, David A. Thomas and James H. Vandenberghe were each elected to serve as a director of the Company for a one-year term expiring in 2016, with the votes shown:

| | Total Votes For Each Director | Total Votes Withheld From Each Director | Broker Non-Votes |
|-------------------------|-------------------------------|---|------------------|
| Gerard M. Anderson | 118,432,777.326 | 7,756,192.725 | 22,661,746 |
| David A. Brandon | 124,312,932.814 | 1,876,037.237 | 22,661,746 |
| W. Frank Fountain, Jr. | 124,277,239.483 | 1,911,730.568 | 22,661,746 |
| Charles G. McClure, Jr. | 124,644,034.607 | 1,544,935.444 | 22,661,746 |
| Gail J. McGovern | 123,935,780.822 | 2,253,189.229 | 22,661,746 |
| Mark A. Murray | 124,632,534.604 | 1,556,435.447 | 22,661,746 |
| James B. Nicholson | 124,217,352.639 | 1,971,617.412 | 22,661,746 |
| Charles W. Pryor, Jr. | 124,264,602.407 | 1,924,367.644 | 22,661,746 |
| Josue Robles, Jr. | 123,724,475.137 | 2,464,494.914 | 22,661,746 |
| Ruth G. Shaw | 121,254,522.300 | 4,934,447.751 | 22,661,746 |
| David A. Thomas | 124,639,526.684 | 1,549,443.367 | 22,661,746 |
| James H. Vandenberghe | 124,576,566.973 | 1,612,403.078 | 22,661,746 |

(ii) Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year 2015, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|-----------------|---------------|-------------|------------------|
| 146,448,831.190 | 1,418,315.076 | 983,569.785 | — |

(iii) Shareholders approved, on an advisory basis, the overall executive compensation paid to the Company's named executive officers as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|-----------------|----------------|---------------|------------------|
| 108,894,032.934 | 15,861,700.728 | 1,432,299.389 | 22,662,683 |

(iv) Shareholders approved the Executive Performance Plan as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|-----------------|----------------|---------------|------------------|
| 112,616,847.948 | 12,233,461.819 | 1,337,723.284 | 22,662,683 |

(v) Shareholders did not approve the shareholder proposal relating to political contributions disclosure as more fully describe in the Proxy, with the votes shown.

| For | Against | Abstentions | Broker Non-Votes |
|----------------|----------------|---------------|------------------|
| 40,105,151.145 | 82,788,317.098 | 3,294,901.808 | 22,662,346 |

(vi) Shareholders approved the shareholder proposal relating to proxy access as more fully described in the Proxy with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|----------------|----------------|---------------|------------------|
| 76,842,406.161 | 47,738,201.927 | 1,607,071.963 | 22,663,036 |

(vii) Shareholders did not approve the shareholder proposal relating to distributed generation as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|----------------|----------------|---------------|------------------|
| 33,455,053.800 | 88,137,463.996 | 4,595,515.255 | 22,662,683 |

(viii) With respect to the shareholder proposal regarding an independent board chairman (as more fully described in the Proxy), neither the proponent nor any authorized representative of the proponent attended the Annual Meeting and, as a result, the proposal was not properly presented at the Annual Meeting. If the proposal had been properly presented, the proposal would have received the following votes:

| For | Against | Abstentions | Broker Non-Votes |
|----------------|----------------|---------------|------------------|
| 52,458,421.520 | 72,111,771.944 | 1,618,176.587 | 22,662,346 |

9.01. Financial Statements and Exhibits.

(d) Exhibits

The section entitled "Proposal No. 4 - Management Proposal - Executive Performance Plan" appearing on pages 99.135-36 of the DTE Energy Company Definitive Proxy Statement filed with the Securities and Exchange Commission on March 12, 2015 is incorporated by reference herein.

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.

Date: May 12, 2015
DTE ENERGY COMPANY
(Registrant)

/s/LISA A. MUSCHONG
Lisa A. Muschong
Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | The section entitled "Proposal No. 4 - Management Proposal - Executive Performance Plan" appearing on pages 35-36 of the DTE Energy Company Definitive Proxy Statement filed with the Securities and Exchange Commission on March 12, 2015 is incorporated by reference herein. |