

Duke Energy CORP
Form 8-K
May 09, 2018

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 3, 2018

| Commission file number | Registrant, State of Incorporation or Organization, Address of Principal Executive Offices, and Telephone Number | IRS Employer Identification No. |
|------------------------|---|---------------------------------|
| 1-32853 | DUKE ENERGY CORPORATION (a Delaware corporation) 550 South Tryon Street Charlotte, North Carolina 28202-1803 704-382-6200 | 20-2777218 |

550 South Tryon Street, Charlotte, North Carolina 28202
(Address of Principal Executive Offices, including Zip code)

(704) 382-3853
(Registrant's telephone number, including area code)

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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o Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

(a) The Corporation held its Annual Meeting on May 3, 2018.

At the Annual Meeting, shareholders voted on the following items: (i) election of directors, (ii) ratification of the appointment of Deloitte & Touche LLP as the Corporation's independent registered public accounting firm for 2018, (iii) an advisory vote to approve the Corporation's named executive officer compensation, (iv) an amendment (b) to the Amended and Restated Certificate of Incorporation of Duke Energy Corporation to eliminate supermajority requirements, and (v) a shareholder proposal regarding providing an annual report on Duke Energy's lobbying expenses. For more information on the proposals, see Duke Energy's proxy statement dated March 22, 2018. Set forth on the following pages are the final voting results for each of the proposals.

• Election of Director Nominees

| Director | Votes For | Withheld | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + WITHHELD |
|-------------------------|-------------|------------|---------------------|--|
| Michael G. Browning | 417,033,101 | 33,999,051 | 169,041,096 | 92.46% |
| Theodore F. Craver, Jr. | 442,711,745 | 8,320,407 | 169,041,096 | 98.16% |
| Robert M. Davis | 443,288,706 | 7,743,446 | 169,041,096 | 98.28% |
| Daniel R. DiMicco | 437,410,993 | 13,621,159 | 169,041,096 | 96.98% |
| John H. Forsgren | 427,268,672 | 23,763,480 | 169,041,096 | 94.73% |
| Lynn J. Good | 433,738,609 | 17,293,543 | 169,041,096 | 96.17% |
| John T. Herron | 443,223,806 | 7,808,346 | 169,041,096 | 98.27% |
| James B. Hylar, Jr. | 442,685,208 | 8,346,944 | 169,041,096 | 98.15% |
| William E. Kennard | 437,451,432 | 13,580,720 | 169,041,096 | 96.99% |
| E. Marie McKee | 423,883,330 | 27,148,822 | 169,041,096 | 93.98% |
| Charles W. Moorman IV | 442,565,609 | 8,466,543 | 169,041,096 | 98.12% |
| Carlos A. Saladrigas | 425,467,265 | 25,564,887 | 169,041,096 | 94.33% |
| Thomas E. Skains | 443,131,533 | 7,900,619 | 169,041,096 | 98.25% |
| William E. Webster, Jr. | 443,110,924 | 7,921,228 | 169,041,096 | 98.24% |

Each director nominee was elected to the Board of Directors with the support of a majority of the votes cast.

• Proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2018

| Votes For | Votes Against | Abstain | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|-------------|---------------|-----------|---------------------|---|--|
| 600,581,318 | 15,720,220 | 3,771,710 | N/A | 97.45% | 96.86% |

The proposal to ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm was approved by the majority of the shares represented.

- Advisory vote to approve Duke Energy Corporation’s named executive officer compensation

| Votes For | Votes Against | Abstain | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|-------------|---------------|-----------|---------------------|--|--|
| 364,173,137 | 80,829,875 | 6,029,140 | 169,041,096 | 81.83% | 80.74% |

The advisory vote to approve Duke Energy Corporation’s named executive officer compensation was approved by the majority of the shares represented.

- Amendment to the Amended and Restated Certificate of Incorporation of Duke Energy Corporation to eliminate supermajority requirements

| Votes For | Votes Against | Abstain | Broker Non-Votes | Votes Cast FOR Outstanding Shares (700,605,319) |
|-------------|---------------|-----------|---------------------|--|
| 434,773,543 | 12,035,288 | 4,223,321 | 169,041,096 | 62.05% |

The amendment to the Amended and Restated Certificate of Incorporation of Duke Energy Corporation to eliminate supermajority requirements failed to receive the support of 80% of the outstanding shares and, therefore, was not approved.

- Shareholder proposal regarding providing an annual report on Duke Energy’s lobbying expenses

| Votes For | Votes Against | Abstain | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|-------------|---------------|------------|---------------------|--|--|
| 151,165,097 | 285,723,242 | 14,143,813 | 169,041,096 | 34.60% | 33.51% |

The shareholder proposal regarding providing an annual report on Duke Energy’s lobbying expenses failed to receive the support of a majority of the shares represented and, therefore, was not approved.

(c) Not applicable.

(d) Not applicable

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 hereunto duly authorized.

DUKE ENERGY CORPORATION

Date: May 9, 2018 By: /s/ Julia S. Janson

Executive Vice President, External Affairs, Chief Legal
Officer and Corporate Secretary