

VECTREN CORP  
Form 8-K  
May 25, 2016

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 24, 2016

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

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| Commission<br>File No. | Registrant, State of Incorporation, Address,<br>and Telephone Number  | I.R.S Employer<br>Identification No. |
|------------------------|---|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2086905                           |

Former name or address, if changed since last report:  
N/A

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))

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

The 2016 Annual Meeting of Shareholders ("Annual Meeting") of Vectren Corporation (the Company) was held on May 24, 2016. At the Annual Meeting, four proposals were submitted to, and approved by, the Company's shareholders. The proposals are described in more detail in the Company's proxy statement filed with the Commission on March 29, 2016. The final voting results were as follows:

Proposal 1

For the election of the following named persons as directors of the Company to serve, respectively, as such directors for a one-year term and/or until their successors shall be duly elected and shall qualify, as follows:

| Nominee                      | Votes For  | Votes     | Broker     |
|------------------------------|------------|-----------|------------|
|                              |            | Withheld  | Non-Votes  |
| Carl L. Chapman              | 57,229,944 | 2,185,160 | 15,679,415 |
| James H. DeGraffenreidt, Jr. | 58,886,859 | 528,245   | 15,679,415 |
| John D. Engelbrecht          | 58,839,455 | 575,649   | 15,679,415 |
| Anton H. George              | 58,580,106 | 834,997   | 15,679,415 |
| Martin C. Jischke            | 58,786,838 | 628,266   | 15,679,415 |
| Robert G. Jones              | 58,935,307 | 479,797   | 15,679,415 |
| Patrick K. Mullen            | 58,871,734 | 543,369   | 15,679,415 |
| R. Daniel Sadlier            | 58,689,898 | 725,205   | 15,679,415 |
| Michael L. Smith             | 58,777,809 | 637,294   | 15,679,415 |
| Teresa J. Tanner             | 58,925,325 | 489,779   | 15,679,415 |
| Jean L. Wojtowicz            | 58,683,899 | 731,205   | 15,679,415 |

Proposal 2

Approve a non-binding advisory resolution approving the compensation of the Vectren Corporation named executive officers:

| Votes For  | Votes     | Votes     | Broker     |
|------------|-----------|-----------|------------|
|            | Against   | Abstained | Non-Votes  |
| 56,900,278 | 1,726,325 | 788,500   | 15,679,415 |

Proposal 3

Approve the Vectren Corporation At-Risk Compensation Plan, as amended and restated:

| Votes For  | Votes     | Votes     | Broker     |
|------------|-----------|-----------|------------|
|            | Against   | Abstained | Non-Votes  |
| 56,750,779 | 1,783,922 | 880,403   | 15,679,415 |

Proposal 4

Ratify the appointment of Deloitte & Touche, LLP as the independent registered public accounting firm for Vectren Corporation for 2016:

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| Votes For  | Votes<br>Against | Votes<br>Abstained | Broker<br>Non-Votes |
|------------|------------------|--------------------|---------------------|
| 74,206,080 | 580,720          | 307,718            | —                   |

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Item 8.01. Other Events

On November 5, 2015, the Company's board of directors selected board member Jean L. Wojtowicz as the Company's next lead director, subject to her reelection at the Company's Annual Meeting. With her reelection, Ms. Wojtozicz now assumes this role effective immediately. Ms. Wojtowicz has served as a member of the Company's board since the inception of operations in April of 2000. As of the date of the Annual Meeting, Ms. Wojtowicz serves as chair of the board's Nominating and Corporate Governance committee and as a member of the board's Audit and Risk Management committee, where she has been designated a financial expert. Ms. Wojtowicz will succeed J. Timothy McGinley, who retired from the board at the Company's Annual Meeting. Ms. Wojtowicz was selected to fill the lead director position as part of the Company's continuing director succession planning process that is led by the board's Nominating and Corporate Governance committee.

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.

VECTREN  
CORPORATION

May 25, 2016

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Senior Vice President and  
Chief Financial Officer