

Duke Energy CORP
Form 8-K
May 10, 2016

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 5, 2016**

**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

20-2777218

(a Delaware corporation)
550 South Tryon Street
Charlotte, North Carolina 28202-1803
704-382-6200

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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.

(e) On April 12, 2016, Duke Energy Corporation (Duke Energy) announced that Mr. William E. Currens Jr. has been appointed to the position of Senior Vice President, Chief Accounting Officer and Controller, effective May 16, 2016. In connection with this promotion, the Compensation Committee of the Board of Directors of Duke Energy, effective as of May 16, 2016, approved an increase in Mr. Currens' annual base salary from \$229,446 to \$270,000, an increase in his short-term incentive opportunity from 40% to 50% of his annual base salary, and an increase in his long-term incentive opportunity from 60% to 80% of his annual base salary. Except as otherwise described in the Form 8-K dated April 12, 2016, Mr. Currens has not entered into, nor were any amendments made to, any material plans, contracts or arrangements in connection with his change in responsibilities.

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

(a) The Corporation held its Annual Meeting on May 5, 2016.

(b) At the Annual Meeting, shareholders voted on the following items: (i) election of directors, (ii) ratification of Deloitte & Touche LLP as Duke Energy's independent registered public accounting firm for 2016, (iii) an advisory vote to approve Duke Energy's named executive officer compensation, (iv) a shareholder proposal regarding elimination of supermajority voting provisions in Duke Energy's Certificate of Incorporation, and (v) a shareholder proposal regarding lobbying expenses disclosure. For more information on the proposals, see Duke Energy's proxy statement dated March 24, 2016. Set forth below are the final voting results for each of the proposals.

Election of Director Nominees

| Director | Votes For | Withhold | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + WITHHELD |
|-----------------------|------------------|-----------------|-----------------------------|---|
| Michael J. Angelakis | 410,602,050 | 6,533,299 | 162,240,011 | 98.43% |
| Michael G. Browning | 410,596,969 | 7,983,502 | 162,240,011 | 98.09% |
| Daniel R. DiMicco | 410,178,930 | 6,956,419 | 162,240,011 | 98.33% |
| John H. Forsgren | 410,849,610 | 6,285,739 | 162,240,011 | 98.49% |
| Lynn J. Good | 397,676,061 | 19,459,288 | 162,240,011 | 95.34% |
| Ann Maynard Gray | 400,957,111 | 16,178,238 | 162,240,011 | 96.12% |
| John T. Herron | 411,302,671 | 5,832,678 | 162,240,011 | 98.60% |
| James B. Hyler, Jr. | 410,985,164 | 6,150,185 | 162,240,011 | 98.53% |
| William E. Kennard | 406,747,048 | 10,388,301 | 162,240,011 | 97.51% |
| E. Marie McKee | 408,832,401 | 8,302,948 | 162,240,011 | 98.01% |
| Charles W. Moorman IV | 411,395,596 | 5,739,753 | 162,240,011 | 98.62% |
| Carlos A. Saladrigas | 407,739,519 | 9,395,830 | 162,240,011 | 97.75% |

Proposal to ratify Deloitte & Touche LLP as Duke Energy's independent registered public accounting firm for 2016

| Votes For | Votes Against | Abstentions | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|------------------|--------------------------|--------------------|-----------------------------|--|--|
| 566,145,561 | 10,823,808 | 2,405,991 | 0 | 98.12% | 97.72% |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|------------------|--------------------------|--------------------|-----------------------------|--|--|
| 384,908,575 | 27,061,315 | 5,165,460 | 162,240,011 | 93.43% | 92.27% |

Shareholder proposal regarding elimination of supermajority voting provisions in Duke Energy Corporation's Certificate of Incorporation

| Votes For | Votes Against | Abstentions | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|------------------|----------------------|--------------------|-------------------------|--|--|
| 222,442,040 | 187,618,772 | 7,074,538 | 162,240,011 | 54.25% | 53.33% |

Shareholder proposal regarding lobbying expenses disclosure

| Votes For | Votes Against | Abstentions | Broker Non-Votes | Votes Cast FOR Votes Cast FOR + AGAINST | Votes Cast FOR Votes Cast FOR + AGAINST + ABSTAIN |
|------------------|----------------------|--------------------|-------------------------|--|--|
| 121,419,140 | 232,667,168 | 63,049,041 | 162,240,011 | 34.29% | 29.11% |

(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 10, 2016

By: */s/* Julia S. Janson
Executive Vice President, Chief Legal
Officer and Corporate Secretary