

PG&E Corp
Form 8-K
May 25, 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: May 23, 2016
(Date of earliest event reported)

| Commission File Number | Exact Name of Registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|------------------------|--|--|------------------------------------|
| 1-12609 | PG&E CORPORATION | California | 94-3234914 |
| 1-2348 | PACIFIC GAS AND ELECTRIC COMPANY | California | 94-0742640 |

| | |
|--|--|
| 77 Beale Street P.O. Box 770000 San Francisco, California 94177 (Address of principal executive offices) (Zip Code) (415) 973-1000 (Registrant's telephone number, including area code) | 77 Beale Street P.O. Box 770000 San Francisco, California 94177 (Address of principal executive offices) (Zip Code) (415) 973-7000 (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 (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.

On May 23, 2016, PG&E Corporation and its subsidiary, Pacific Gas and Electric Company (the “Utility”), held their joint annual meeting of shareholders.

PG&E Corporation:

At the joint annual meeting, the shareholders voted as indicated below on the following matters:

1. Election of the following directors to serve until the next annual meeting of shareholders or until their successors are elected and qualified (included as Item 1 in the joint proxy statement of PG&E Corporation and the Utility, filed with the Securities and Exchange Commission on April 11, 2016 (the “proxy statement”)):

| Name | For | Against | Abstain | Broker Non-Vote ⁽¹⁾ |
|------------------------|-------------|------------|-----------|--------------------------------|
| Lewis Chew | 378,100,380 | 1,065,389 | 670,120 | 38,285,711 |
| Anthony F. Earley, Jr. | 353,669,888 | 23,449,192 | 2,716,809 | 38,285,711 |
| Fred J. Fowler | 375,279,056 | 3,905,301 | 651,532 | 38,285,711 |
| Maryellen C. Herringer | 357,988,967 | 19,985,823 | 1,861,099 | 38,285,711 |
| Richard C. Kelly | 378,053,717 | 1,107,981 | 674,191 | 38,285,711 |
| Roger H. Kimmel | 377,929,155 | 1,245,066 | 661,668 | 38,285,711 |
| Richard A. Meserve | 371,144,797 | 7,995,373 | 695,719 | 38,285,711 |
| Forrest E. Miller | 368,056,707 | 11,116,628 | 662,554 | 38,285,711 |
| Rosendo G. Parra | 377,973,228 | 1,189,540 | 673,121 | 38,285,711 |
| Barbara L. Rambo | 365,866,318 | 13,322,856 | 646,715 | 38,285,711 |
| Anne Shen Smith | 377,872,481 | 1,313,632 | 649,776 | 38,285,711 |
| Barry Lawson Williams | 356,947,098 | 22,213,065 | 675,726 | 38,285,711 |

⁽¹⁾ A broker non-vote occurs when shares held by a broker for a beneficial owner are not voted because (i) the broker did not receive voting instructions from the beneficial owner, and (ii) the broker lacked discretionary authority to vote the shares. Broker non-votes are counted when determining whether the necessary quorum of shareholders is present or represented at each annual meeting.

Each director nominee named above was elected a director of PG&E Corporation.

2. Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2016 (included as Item 2 in the proxy statement):

For: 408,397,138
 Against: 8,811,060
 Abstain: 913,402

This proposal was approved.

3. Non-binding advisory vote to approve the company's executive compensation (included as Item 3 in the proxy statement):

For: 303,316,732
 Against: 75,190,517
 Abstain: 1,328,640
 Broker Non-Vote⁽¹⁾ 38,285,711

⁽¹⁾ See footnote 1 above.

This proposal was approved.

Pacific Gas and Electric Company:

At the joint meeting, the shareholders voted as indicated below on the following matters:

1. Election of the following directors to serve until the next annual meeting of shareholders or until their successors are elected and qualified (included as Item 1 in the proxy statement):

| | For | Against | Abstain | Broker Non-Vote ⁽¹⁾ |
|------------------------|-------------|---------|---------|--------------------------------|
| Lewis Chew | 266,552,082 | 101,633 | 136,892 | 5,879,595 |
| Anthony F. Earley, Jr. | 266,527,815 | 126,450 | 136,342 | 5,879,595 |
| Fred J. Fowler | 266,550,035 | 102,648 | 137,924 | 5,879,595 |
| Maryellen C. Herringer | 266,513,334 | 140,220 | 137,053 | 5,879,595 |
| Richard C. Kelly | 266,537,706 | 115,917 | 136,984 | 5,879,595 |
| Roger H. Kimmel | 266,553,941 | 100,116 | 136,550 | 5,879,595 |
| Richard A. Meserve | 266,527,291 | 126,362 | 136,954 | 5,879,595 |
| Forrest E. Miller | 266,512,677 | 140,813 | 137,117 | 5,879,595 |
| Rosendo G. Parra | 266,548,564 | 101,764 | 140,279 | 5,879,595 |
| Barbara L. Rambo | 266,507,750 | 143,294 | 139,563 | 5,879,595 |
| Anne Shen Smith | 266,533,168 | 119,582 | 137,857 | 5,879,595 |
| Nickolas Stavropoulos | 266,536,627 | 116,160 | 137,820 | 5,879,595 |
| Barry Lawson Williams | 266,492,929 | 161,683 | 135,995 | 5,879,595 |
| Geisha J. Williams | 266,543,018 | 113,133 | 134,456 | 5,879,595 |

⁽¹⁾ See footnote 1 above.

Each director nominee named above was elected a director of Pacific Gas and Electric Company.

2. Ratification of the appointment of Deloitte & Touche LLP as independent registered public accounting firm for 2016 (included as Item 2 in the proxy statement):

For: 272,289,113
Against: 41,339
Abstain: 339,750

This proposal was approved.

3. Non-binding advisory vote to approve the company's executive compensation (included as Item 3 in the proxy statement):

For: 266,087,364
Against: 524,711
Abstain: 178,532
Broker Non-Vote⁽¹⁾ 5,879,595

⁽¹⁾ See footnote 1 above.

This proposal was approved.

3

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

PG&E CORPORATION

By: /s/ LINDA Y.H. CHENG

Dated: May 25, 2016 LINDA Y.H. CHENG
Vice President, Corporate Governance and
Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ LINDA Y.H. CHENG

Dated: May 25, 2016 LINDA Y.H. CHENG
Vice President, Corporate Governance and
Corporate Secretary