

OGE ENERGY CORP.
Form 8-K
May 21, 2014

UNITED STATES
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 15, 2014

OGE ENERGY CORP.
(Exact Name of Registrant as Specified in Its Charter)

Oklahoma
(State or Other Jurisdiction of Incorporation)

1-12579
(Commission File Number)

73-1481638
(IRS Employer Identification No.)

321 North Harvey, P.O. Box 321, Oklahoma City, Oklahoma
(Address of Principal Executive Offices)

73101-0321
(Zip Code)

405-553-3000
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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

At the Annual Meeting of Shareholders of OGE Energy Corp. held on May 15, 2014, the shareholders:

- Elected the 10 directors nominated by the Board of Directors;
- Ratified the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2014;
- Approved, on an advisory basis, named executive officer compensation; and
- Did not approve a shareholder proposal regarding an independent board chairman.

The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each of such matters, were as stated below.

| Proposal No. 1: | Votes For | Votes Withheld | Broker Non-Votes | |
|--|-------------|----------------|------------------|------------------|
| Election of Directors | | | | |
| Terms Expiring in 2015 | | | | |
| James H. Brandi | 131,874,911 | 1,328,295 | 35,549,437 | |
| Wayne H. Brunetti | 131,997,707 | 1,205,499 | 35,549,437 | |
| Luke R. Corbett | 131,558,356 | 1,644,850 | 35,549,437 | |
| Peter B. Delaney | 131,122,203 | 2,081,003 | 35,549,437 | |
| John D. Groendyke | 131,710,654 | 1,492,552 | 35,549,437 | |
| Kirk Humphreys | 131,723,736 | 1,479,470 | 35,549,437 | |
| Robert Kelley | 131,767,519 | 1,435,687 | 35,549,437 | |
| Robert O. Lorenz | 131,744,638 | 1,458,568 | 35,549,437 | |
| Judy R. McReynolds | 130,875,895 | 2,327,311 | 35,549,437 | |
| Sheila G. Talton | 131,638,300 | 1,564,906 | 35,549,437 | |
| | | | | |
| Proposal No. 2: | Votes For | Votes Against | Abstentions | |
| Ratification of the appointment of Ernst & Young LLP as our principal independent accountants for 2014 | 166,308,887 | 1,696,893 | 746,863 | |
| | | | | |
| Proposal No. 3: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Advisory vote to approve named executive officer compensation | 125,936,326 | 4,528,672 | 2,738,208 | 35,549,437 |
| | | | | |
| Proposal No. 4: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Shareholder proposal regarding independent board chairman | 22,309,513 | 109,242,950 | 1,650,743 | 35,549,437 |

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 thereunto duly authorized.

OGE ENERGY CORP.
(Registrant)

By: /s/ Scott Forbes
Scott Forbes
Controller and Chief Accounting Officer

May 21, 2014