

AES CORP  
Form 8-K  
April 21, 2011

**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): April 21, 2011

**THE AES CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-12291**  
Commission

File Number

**54-1163725**  
(IRS Employer  
Identification No.)

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**4300 Wilson Boulevard, Suite 1100**  
**Arlington, Virginia**  
(Address of principal executive offices)

**(703) 522-1315**

**22203**  
(Zip code)

(Registrant's telephone number, including area code)

**Not Applicable**

(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))

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

On April 21, 2011, The AES Corporation (the "Company") held its Annual Meeting of Stockholders in Arlington, Virginia.

The results of the matters voted on at the Annual Meeting are provided below.

**Proposal 1:** The election of eleven directors to hold office for a one-year term expiring at the annual meeting in 2012 and until their respective successors are elected and qualified:

| Director Name         | For         | Withhold/Against | Broker Non-Votes |
|-----------------------|-------------|------------------|------------------|
| Samuel W. Bodman, III | 644,547,837 | 14,931,155       | 38,784,944       |
| Paul Hanrahan         | 651,802,063 | 7,676,928        | 38,784,944       |
| Kristina M. Johnson   | 649,967,393 | 9,511,598        | 38,784,944       |
| Tarun Khanna          | 651,834,857 | 7,644,135        | 38,784,944       |
| John A. Koskinen      | 645,087,785 | 14,391,207       | 38,784,944       |
| Philip Lader          | 649,128,081 | 10,350,910       | 38,784,944       |
| Sandra O. Moose       | 649,173,346 | 10,305,645       | 38,784,944       |
| John B. Morse, Jr.    | 651,825,957 | 7,653,034        | 38,784,944       |
| Philip A. Odeen       | 643,390,739 | 16,088,252       | 38,784,944       |
| Charles O. Rossotti   | 622,458,463 | 37,020,528       | 38,784,944       |
| Sven Sandstrom        | 651,858,617 | 7,620,374        | 38,784,944       |

There were no abstentions in Proposal 1.

**Proposal 2:** The ratification of Ernst & Young LLP as AES' Independent Registered Public Accounting Firm for the year 2011.

|                   |             |
|-------------------|-------------|
| For:              | 572,148,991 |
| Against:          | 318,534     |
| Abstained:        | 327,622     |
| Broker Non-Votes: | 0           |

**Proposal 3:** The consideration of a (non-binding) advisory vote on executive compensation.

|                   |             |
|-------------------|-------------|
| For:              | 638,400,567 |
| Against:          | 19,069,349  |
| Abstained:        | 2,009,075   |
| Broker Non-Votes: | 38,784,944  |

**Proposal 4:** The consideration of a (non-binding) advisory vote on the frequency of the advisory vote on executive compensation.

|                   |             |
|-------------------|-------------|
| 1 year:           | 610,970,804 |
| 2 years:          | 3,807,586   |
| 3 years:          | 42,625,853  |
| Abstained:        | 2,074,749   |
| Broker Non-Votes: | 38,784,944  |

In accordance with the Board's recommendation as set forth in the 2011 proxy statement, and based on the voting results for this proposal, the Company determined that an advisory vote to approve the compensation of the named executive officers of the Company will be conducted on an annual basis, until the next advisory vote on this matter is held.

**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.

THE AES CORPORATION

By: /s/ Victoria D. Harker  
Victoria D. Harker  
Executive Vice President and Chief Financial

Officer

Date: April 21, 2011