

PG&E Corp  
Form 8-K  
May 12, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: May 12, 2014  
(Date of earliest event reported)

| Commission<br>File<br>Number | Exact Name of Registrant<br>as specified in its charter | State or Other<br>Jurisdiction of<br>Incorporation or<br>Organization | IRS Employer<br>Identification<br>Number |
|------------------------------|---|---|--|
| 1-12609                      | PG&E CORPORATION  | California  | 94-3234914                               |
| 1-2348                       | PACIFIC GAS AND ELECTRIC<br>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 5.02. Departure of Directors or Certain Executive Officers; Election of Directors; Appointment of Certain Officers, Compensatory Arrangements of Certain Officers.

Shareholder Approval of PG&E Corporation 2014 Long-Term Incentive Plan (“2014 LTIP”)

As reported below, on May 12, 2014, the shareholders of PG&E Corporation approved the 2014 LTIP, as described in the Joint Proxy Statement relating to the 2014 Annual Meetings of Shareholders of PG&E Corporation and Pacific Gas and Electric Company (“Utility”). Employees of PG&E Corporation and the Utility are eligible to receive equity compensation awards under the 2014 LTIP. Non-employee directors of PG&E Corporation also are eligible to receive nondiscretionary grants of the automatic formula awards specified in the 2014 LTIP.

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

On May 12, 2014, PG&E Corporation and 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 proxy statement):

|                           | For         | Against    | Abstain   | Broker<br>Non-Vote(1) |
|---------------------------|-------------|------------|-----------|-----------------------|
| Lewis Chew                | 332,267,920 | 3,396,550  | 930,280   | 38,586,021            |
| Anthony F. Earley,<br>Jr. | 320,534,054 | 10,125,943 | 5,934,753 | 38,586,021            |
| Fred J. Fowler            | 332,270,183 | 3,400,437  | 924,130   | 38,586,021            |
| Maryellen C.<br>Herringer | 309,332,658 | 26,376,490 | 885,602   | 38,586,021            |
| Richard C. Kelly          | 332,266,645 | 3,401,326  | 926,779   | 38,586,021            |
| Roger H. Kimmel           | 330,915,806 | 4,735,876  | 943,068   | 38,586,021            |
| Richard A. Meserve        | 331,543,388 | 4,039,772  | 1,011,590 | 38,586,021            |
| Forrest E. Miller         | 327,426,773 | 8,231,326  | 936,651   | 38,586,021            |
| Rosendo G. Parra          | 330,420,215 | 5,213,401  | 961,134   | 38,586,021            |
| Barbara L. Rambo          | 326,591,576 | 9,049,950  | 953,224   | 38,586,021            |
| Barry Lawson<br>Williams  | 325,693,501 | 9,944,435  | 956,814   | 38,586,021            |

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 2014 (included as Item 2 in the proxy statement):

For:

371,111,550

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|          |           |
|----------|-----------|
| Against: | 3,023,436 |
| Abstain: | 1,045,785 |

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:               | 299,910,502 |
| Against:           | 34,822,472  |
| Abstain:           | 1,861,776   |
| Broker Non-Vote(1) | 38,586,021  |

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This proposal was approved.

4. Approval of PG&E Corporation 2014 LTIP (included as Item 4 in the proxy statement):

|                     |             |
|---------------------|-------------|
| For:                | 301,582,683 |
| Against:            | 33,682,012  |
| Abstain:            | 1,330,055   |
| Broker Non-Vote(1): | 38,586,021  |

This proposal was approved.

(1) A non-vote occurs when brokers or nominees have voted on some of the matters to be acted on at a meeting, but do not vote on certain other matters because, under the rules of the New York Stock Exchange, they are not allowed to vote on those other matters without instructions from the beneficial owner of the shares. Broker non-votes are counted when determining whether the necessary quorum of shareholders is present or represented at each annual meeting.

Pacific Gas and Electric Company:

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 proxy statement):

|                           | For         | Against | Abstain | Broker<br>Non-Vote(1) |
|---------------------------|-------------|---------|---------|-----------------------|
| Lewis Chew                | 266,697,178 | 128,922 | 115,113 | 5,817,031             |
| Anthony F. Earley,<br>Jr. | 266,698,428 | 126,762 | 116,023 | 5,817,031             |
| Fred J. Fowler            | 266,687,092 | 139,629 | 114,492 | 5,817,031             |
| Maryellen C.<br>Herringer | 266,605,158 | 224,650 | 111,405 | 5,817,031             |
| Christopher P. Johns      | 266,695,734 | 132,420 | 113,059 | 5,817,031             |
| Richard C. Kelly          | 266,687,283 | 139,444 | 114,486 | 5,817,031             |
| Roger H. Kimmel           | 266,705,978 | 121,659 | 113,576 | 5,817,031             |
| Richard A. Meserve        | 266,698,023 | 129,929 | 113,261 | 5,817,031             |
| Forrest E. Miller         | 266,664,813 | 162,047 | 114,353 | 5,817,031             |
| Rosendo G. Parra          | 266,693,333 | 136,106 | 111,774 | 5,817,031             |
| Barbara L. Rambo          | 266,651,234 | 176,505 | 113,474 | 5,817,031             |
| Barry Lawson<br>Williams  | 266,641,449 | 181,501 | 118,263 | 5,817,031             |

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 2014 (included as Item 2 in the proxy statement):

|          |             |
|----------|-------------|
| For:     | 272,272,391 |
| Against: | 99,525      |
| Abstain: | 386,328     |

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:               | 266,233,135 |
| Against:           | 548,301     |
| Abstain:           | 159,777     |
| Broker Non-Vote(1) | 5,817,031   |

This proposal was approved.

(1) A non-vote occurs when brokers or nominees have voted on some of the matters to be acted on at a meeting, but do not vote on certain other matters because, under the rules of the New York Stock Exchange, they are not allowed to vote on those other matters without instructions from the beneficial owner of the shares. Broker non-votes are counted when determining whether the necessary quorum of shareholders is present or represented at each annual meeting.

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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 hereunto duly authorized.

PG&E CORPORATION

Dated: May 12, 2014

By:

LINDA Y.H. CHENG

LINDA Y.H. CHENG  
Vice President, Corporate Governance  
and  
Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

Dated: May 12, 2014

By:

LINDA Y.H. CHENG

LINDA Y.H. CHENG  
Vice President, Corporate Governance  
and  
Corporate Secretary

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