

ENBRIDGE INC
Form 8-K
May 10, 2018

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 9, 2018**

ENBRIDGE INC.

(Exact Name of Registrant as Specified in Charter)

CANADA
(State or Other Jurisdiction
of Incorporation)

001-15254
(Commission
File Number)

NONE
(IRS Employer
Identification No.)

200, 425 - 1st Street S.W.

Calgary, Alberta, Canada T2P 3L8

(Address of Principal Executive Offices) (Zip Code)

1-403-231-3900

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(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At the 2018 Annual Meeting of Shareholders held on May 9, 2018, the holders of common shares of Enbridge Inc. (the "Corporation") voted on: (1) 12 nominated directors to be elected to the Corporation's board of directors (the "Board") to serve until the close of the Corporation's next annual meeting of shareholders or until their successors are appointed; (2) the appointment of PricewaterhouseCoopers LLP as the Corporation's independent auditors until the close of the Corporation's next annual meeting of shareholders; (3) an advisory vote to approve the compensation of the Corporation's named executive officers (a "Say on Pay" vote); and (4) an advisory vote on the frequency of Say on Pay votes. The proposals are further described in the Corporation's definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 5, 2018 (the "Proxy Statement").

The tables below set forth the number of votes cast for, against or withheld, and the number of abstentions and broker non-votes, for each matter voted by the Corporation's shareholders.

1. Election of Directors

The following individuals were elected to the Board.

| Name of Nominee | Votes For | Percent | Votes Withheld | Percent | Broker Non-Votes |
|----------------------------|---------------|---------|----------------|---------|------------------|
| Pamela L. Carter | 1,075,052,909 | 98.85 | 12,477,512 | 1.15 | 127,992,438 |
| Clarence P. Cazalot, Jr. | 1,013,824,498 | 93.22 | 73,705,923 | 6.78 | 127,992,438 |
| Marcel R. Coutu | 975,938,714 | 89.74 | 111,591,707 | 10.26 | 127,992,438 |
| Gregory L. Ebel | 1,016,528,650 | 93.47 | 71,001,771 | 6.53 | 127,992,438 |
| J. Herb England | 1,067,822,850 | 98.19 | 19,707,571 | 1.81 | 127,992,438 |
| Charles W. Fischer | 1,077,233,404 | 99.05 | 10,297,017 | 0.95 | 127,992,438 |
| V. Maureen Kempston Darkes | 1,011,764,993 | 93.03 | 75,765,428 | 6.97 | 127,992,438 |
| Michael McShane | 1,042,907,151 | 95.90 | 44,623,270 | 4.10 | 127,992,438 |
| Al Monaco | 1,046,924,741 | 96.27 | 40,605,680 | 3.73 | 127,992,438 |
| Michael E.J. Phelps | 1,007,387,412 | 92.63 | 80,143,009 | 7.37 | 127,992,438 |
| Dan C. Tutcher | 992,839,937 | 91.29 | 94,690,484 | 8.71 | 127,992,438 |
| Catherine L. Williams | 1,011,123,756 | 92.97 | 76,406,665 | 7.03 | 127,992,438 |

2. Appoint PricewaterhouseCoopers LLP as Independent Auditors

The shareholders approved the appointment of PricewaterhouseCoopers LLP as the Corporation's independent auditors until the close of the Corporation's next annual meeting of shareholders at such remuneration to be fixed by the Board.

| Votes For | Percent | Votes Against | Percent | Votes Withheld | Percent | Broker Non-Votes |
|---------------|---------|---------------|---------|----------------|---------|------------------|
| 1,185,683,014 | 97.55 | 27,820,281 | 2.29 | 2,019,564 | 0.17 | 0 |

3. Advisory Vote to Approve Compensation of Named Executive Officers

The shareholders approved, on a non-binding advisory basis, the compensation of the Corporation's named executive officers, as disclosed in the Proxy Statement.

| Votes For | Percent | Votes Against | Percent | Abstentions | Percent | Broker Non-Votes |
|------------------|----------------|----------------------|----------------|--------------------|----------------|-------------------------|
| 912,950,197 | 83.78 | 133,366,454 | 12.24 | 43,366,320 | 3.98 | 125,839,888 |

4. **Advisory Vote on Frequency of Say on Pay Votes**

The shareholders approved, on a non-binding advisory basis, an annual frequency of Say on Pay votes. In light of the voting results, the Corporation's Board of Directors has decided to continue to hold an advisory Say on Pay vote annually. The Board will re-evaluate this determination with the next shareholder advisory vote on the frequency of Say on Pay votes.

| Votes for One Year | Percent | Votes for Two Years | Percent | Votes for Three Years | Percent | Abstentions | Percent | Broker Non- Votes |
|-----------------------|---------|---------------------------|---------|-----------------------------|---------|-------------|---------|----------------------|
| 1,073,875,110 | 98.95 | 2,939,917 | 0.27 | 4,492,399 | 0.41 | 4,021,562 | 0.37 | 130,193,871 |

ITEM 8.01 **Other Events.**

On May 9, 2018, the Corporation issued a news release announcing the election of directors voting results from the 2018 Annual Meeting of Shareholders. A copy of the news release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 **Financial Statements and Exhibits.**

(d) **Exhibits**

| Exhibit No. | Exhibit Description |
|--------------|---------------------------------------|
| Exhibit 99.1 | <u>News Release dated May 9, 2018</u> |

SIGNATURES

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.

ENBRIDGE INC.
(Registrant)

Date: May 10, 2018

By:

/s/ TYLER W. ROBINSON
Tyler W. Robinson
Vice President & Corporate Secretary
(Duly Authorized Officer)

