

FIRSTENERGY CORP
Form 8-K
May 17, 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 (Date of earliest event reported): May 17, 2016

Commission File Number 333-21011 Registrant; State of Incorporation; Address; and Telephone Number FIRSTENERGY CORP.
I.R.S. Employer Identification No. 34-1843785

333-21011 FIRSTENERGY CORP. 34-1843785
(An Ohio Corporation)
76 South Main Street
Akron, OH 44308
Telephone (800)736-3402

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.):

- 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

FirstEnergy Corp. (Company) held its Annual Meeting of Shareholders on May 17, 2016, in Akron, Ohio. Reference is made to the Company's 2016 Proxy Statement filed with the Securities and Exchange Commission on April 1, 2016, for more information regarding the items set forth below and the vote required for approval of these matters. The matters voted upon and the final results of the vote were as follows:

Item 1 - The following persons (comprising all the nominees for the Board of Directors) were elected to the Company's Board of Directors for a term expiring at the Annual Meeting of Shareholders in 2017 and until their successors shall have been elected:

| | Number of Votes | | Broker Non-Votes |
|------------------------|-----------------|-------------|---------------------|
| | For | Withheld | |
| Paul T. Addison | 308,701,612 | 11,891,083 | 46,353,837 |
| Michael J. Anderson | 204,297,408 | 116,295,287 | 46,353,837 |
| William T. Cottle | 239,621,339 | 80,971,356 | 46,353,837 |
| Robert B. Heisler, Jr. | 307,737,602 | 12,855,093 | 46,353,837 |
| Julia L. Johnson | 240,909,082 | 79,683,613 | 46,353,837 |
| Charles E. Jones | 311,133,629 | 9,459,066 | 46,353,837 |
| Ted J. Kleisner | 309,168,899 | 11,423,796 | 46,353,837 |
| Donald T. Misheff | 309,193,393 | 11,399,302 | 46,353,837 |
| Thomas N. Mitchell | 315,922,342 | 4,670,353 | 46,353,837 |
| Ernest J. Novak, Jr. | 310,128,081 | 10,464,614 | 46,353,837 |
| Christopher D. Pappas | 304,086,706 | 16,505,989 | 46,353,837 |
| Luis A. Reyes | 240,889,631 | 79,703,064 | 46,353,837 |
| George M. Smart | 239,297,396 | 81,295,299 | 46,353,837 |
| Dr. Jerry Sue Thornton | 307,167,583 | 13,425,122 | 46,353,837 |

Item 2 - Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, for the 2016 fiscal year. Item 2 was approved and received the following vote:

| Number of Votes | | |
|-----------------|-----------|-------------|
| For | Against | Abstentions |
| 360,620,484 | 4,640,814 | 1,685,833 |

Item 3 - Advisory vote to approve named executive officer compensation. Item 3 was approved and received the following vote:

| Number of Votes | | | |
|-----------------|------------|-------------|---------------------|
| For | Against | Abstentions | Broker Non-Votes |
| 268,194,493 | 49,190,508 | 3,207,694 | 46,353,837 |

Item 4 - Approval to Amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to replace existing supermajority voting requirements with a majority voting power threshold under certain

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circumstances. Item 4 was not approved, as it did not receive the requisite affirmative vote of 80 percent of the voting power of the Company, and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|---------------------|
| 288,028,816 | 30,263,761 | 2,300,717 | 46,353,837 |

Item 5 - Approval to Amend the Company's Amended Code of Regulations to Implement Proxy Access. Item 5 was not approved, as it did not receive the requisite affirmative vote of 80 percent of the voting power of the Company, and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|---------------------|
| 305,981,515 | 11,878,066 | 2,733,713 | 46,353,837 |

Item 6 - Shareholder Proposal: Report - Lobbying Related. A shareholder proposal requesting the preparation of a report, updated annually, disclosing certain lobbying expenditures and related matters. The non-binding proposal was not approved and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|---------------------|
| 80,145,360 | 209,595,103 | 30,852,831 | 46,353,837 |

Item 7 - Shareholder Proposal: Report - Climate Change Related. A shareholder proposal requesting that the Company prepare a report quantifying the potential financial losses to the Company associated with stranding its coal generation facilities under a range of climate change driven regulation scenarios. The non-binding proposal was not approved and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|------------|-------------|-------------|---------------------|
| 97,191,004 | 207,853,110 | 15,548,581 | 46,353,837 |

Item 8 - Shareholder Proposal: Director Election Majority Vote Standard. A shareholder proposal requesting the Board of Directors initiate the process to amend the Company's articles of incorporation to implement a majority of votes cast in director elections, with a plurality vote retained for contested director elections. The non-binding proposal was approved and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-------------|-------------|---------------------|
| 197,164,480 | 120,255,426 | 3,173,388 | 46,353,837 |

Item 9 - Shareholder Proposal: Simple Majority Vote. A shareholder proposal requesting that the Board of Directors (i) take the steps necessary so that each shareholder voting requirement in the Company's Amended Articles of Incorporation and Amended Regulations that calls for a greater than simple majority vote be eliminated and replaced by a requirement for a majority of the votes cast for and against the proposal, or a simple majority in compliance with

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applicable laws and (ii) fully support this proposal topic and commit to spend up to \$10,000 or more to solicit the support needed for passage. The non-binding proposal was approved and received the following vote:

Number of Votes

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|---------------------|
| 233,330,907 | 84,107,680 | 3,154,707 | 46,353,837 |

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.

May 17, 2016

FIRSTENERGY CORP.
Registrant

By: /s/ K. Jon Taylor
K. Jon Taylor
Vice President, Controller and
Chief Accounting Officer