

AES CORP
Form 8-K
April 24, 2017

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 20, 2017

THE AES CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware 001-12291 54-1163725
(State or other jurisdiction Commission (IRS Employer
of incorporation) File Number Identification No.)

4300 Wilson Boulevard, Suite 1100 22203
Arlington, Virginia
(Address of principal executive offices) (Zip code)
(703) 522-1315
(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))

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.

On April 20, 2017, the Company held its Annual Meeting in Arlington, Virginia. The results of the matters voted on at the Annual Meeting are provided below.

Proposal 1: The election of nine directors to hold office for a one-year term expiring at the annual meeting in 2018 and until their respective successors are elected and qualified:

| Director Name | For | Withhold/ Against | Broker Non-Votes | Abstained |
|-----------------------|-------------|----------------------|---------------------|-----------|
| Andrés R. Gluski | 558,693,854 | 14,411,022 | 23,548,029 | 1,667,543 |
| Charles L. Harrington | 567,904,452 | 4,755,018 | 23,548,029 | 2,112,949 |
| Kristina M. Johnson | 566,142,753 | 6,541,663 | 23,548,029 | 2,088,003 |
| Tarun Khanna | 566,942,957 | 5,729,590 | 23,548,029 | 2,099,872 |
| Holly K. Koeppel | 567,343,983 | 5,327,073 | 23,548,029 | 2,101,363 |
| James H. Miller | 566,942,227 | 5,720,209 | 23,548,029 | 2,109,983 |
| John B. Morse, Jr. | 567,826,251 | 4,837,008 | 23,548,029 | 2,109,160 |
| Moisés Naím | 566,908,660 | 5,760,637 | 23,548,029 | 2,103,122 |
| Charles O. Rossotti | 542,945,942 | 25,051,852 | 23,548,029 | 6,774,625 |

Proposal 2: The consideration of a nonbinding advisory vote on executive compensation.

For: 539,006,962
 Against: 30,151,475
 Abstained: 5,613,982
 Broker Non-Votes: 23,548,029

Proposal 3: The consideration of a nonbinding advisory vote on the frequency of the vote on executive compensation.

One Year: 506,720,272
 Two Years: 534,825
 Three Years: 65,478,410
 Abstained: 2,038,912
 Broker Non-Votes: 23,548,029

On April 20, 2017, following the Annual Meeting, the Board determined that the advisory vote on executive compensation would be held every year until the next vote on the frequency of such advisory vote.

Proposal 4: The ratification of Ernst & Young LLP as AES' Independent Registered Public Accounting Firm for the year 2017.

For: 592,183,553
 Against: 4,362,733
 Abstained: 1,774,162
 Broker Non-Votes: 0

Proposal 5: The consideration of a nonbinding, advisory Stockholder proposal seeking amendments to AES' current proxy access by-laws.

| | |
|-------------------|-------------|
| For: | 186,064,377 |
| Against: | 382,331,455 |
| Abstained: | 6,376,587 |
| Broker Non-Votes: | 23,548,029 |

Proposal 6: The consideration of a nonbinding, advisory Stockholder proposal seeking a report on Company policies and technological advances through the year 2040.

| | |
|-------------------|-------------|
| For: | 215,016,929 |
| Against: | 320,675,360 |
| Abstained: | 39,080,038 |
| Broker Non-Votes: | 23,548,029 |
