

DTE ENERGY CO
Form 8-K
May 06, 2014

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 1, 2014

| Commission File Number | Exact Name of Registrant as Specified in its Charter, State of Incorporation, Address of Principal Executive Offices and Telephone Number | IRS Employer Identification No. |
|---------------------------|---|------------------------------------|
| 1-11607 | DTE Energy Company (a Michigan corporation) One Energy Plaza Detroit, Michigan 48226-1279 313-235-4000 | 38-3217752 |

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))
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Item 5.02 . Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the Annual Meeting (described below) the shareholders of DTE Energy Company (the Company) approved an amendment and restatement of the DTE Energy Company Long-Term Incentive Plan (the LTIP). A description of the amendments can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 10, 2014 (the Proxy) in "Proposal No. 4 - Management Proposal - Approval of an Amendment and Restatement of the DTE Energy Company Long-Term Incentive Plan," which is incorporated herein by reference. This description is qualified in its entirety by reference to the amended and restated LTIP attached to the Proxy as Exhibit A.

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

(a) The Annual Meeting was held on May 1, 2014.

(b) At the Annual Meeting:

The nominees named in the Proxy were all elected as follows: Gerard M. Anderson, Lillian Bauder, David A. Brandon, W. Frank Fountain, Jr., Charles G. McClure, Jr., Gail J. McGovern, Mark A. Murray, James B. Nicholson, Charles W. Pryor, Jr., Josue Robles, Jr., Ruth G. Shaw, David A. Thomas and James H. Vandenberghe were each elected to serve as a director of the Company for a one-year term expiring in 2015, with the votes shown:

| | Total Votes For Each Director | Total Votes Withheld From Each Director | Broker Non-Votes |
|-------------------------|-------------------------------|---|------------------|
| Gerard M. Anderson | 103,698,170 | 6,329,758 | 25,154,250 |
| Lillian Bauder | 105,496,632 | 4,531,296 | 25,154,250 |
| David A. Brandon | 108,824,930 | 1,202,998 | 25,154,250 |
| W. Frank Fountain, Jr. | 108,741,755 | 1,286,173 | 25,154,250 |
| Charles G. McClure, Jr. | 108,876,246 | 1,151,682 | 25,154,250 |
| Gail J. McGovern | 108,063,212 | 1,964,716 | 25,154,250 |
| Mark A. Murray | 108,921,312 | 1,106,615 | 25,154,250 |
| James B. Nicholson | 108,651,693 | 1,376,235 | 25,154,250 |
| Charles W. Pryor, Jr. | 108,400,012 | 1,627,916 | 25,154,250 |
| Josue Robles, Jr. | 107,948,050 | 2,079,877 | 25,154,250 |
| Ruth G. Shaw | 100,467,785 | 9,560,142 | 25,154,250 |
| David A. Thomas | 108,823,830 | 1,204,098 | 25,154,250 |
| James H. Vandenberghe | 108,715,315 | 1,312,613 | 25,154,250 |

(ii) Shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year 2014, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|---------|-------------|------------------|
| 133,586,509 | 973,536 | 622,132 | 0 |

(iii) Shareholders approved, on an advisory basis, the overall executive compensation paid to the Company's named executive officers as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 102,210,454 | 6,774,728 | 1,042,476 | 25,154,159 |

(iv) Shareholders approved a management proposal to amend and restate the LTIP to extend the LTIP and add additional authorized shares as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 95,288,455 | 13,789,560 | 949,643 | 25,154,519 |

(v) Shareholders did not approve the shareholder proposal relating to political contributions as more fully described in the Proxy, with the votes shown:

| For | Against | Abstentions | Broker Non-Votes |
|------------|------------|-------------|------------------|
| 36,037,992 | 69,531,071 | 4,458,838 | 25,154,277 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 The section entitled "Proposal No. 4 - Management Proposal - Approval of an Amendment and Restatement of the DTE Energy Company Long-Term Incentive Plan" appearing on pages 34-37 of the DTE Energy Company Definitive Proxy Statement filed with the Securities and Exchange Commission on March 10, 2014 is incorporated by reference herein.

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 hereunto duly authorized.

Date: May 6, 2014
DTE ENERGY COMPANY
(Registrant)

/s/LISA A. MUSCHONG
Lisa A. Muschong
Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| 99.1 | The section entitled “Proposal No. 4 - Management Proposal - Approval of an Amendment and Restatement of the DTE Energy Company Long-Term Incentive Plan,” appearing on pages 34-37 of the DTE Energy Company Definitive Proxy Statement filed with the Securities and Exchange Commission on March 10, 2014 is incorporated by reference herein. |