

Spectra Energy Corp.  
Form 8-K  
May 01, 2015

**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, 2015 (April 27, 2015)**

**SPECTRA ENERGY CORP**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-33007**  
**(Commission**  
**File Number)**

**20-5413139**  
**(IRS Employer**  
  
**Identification No.)**

**5400 Westheimer Court, Houston, Texas**  
**(Address of principal executive offices)**

**77056**  
**(Zip Code)**

**Registrant's telephone number, including area code 713-627-5400**

**(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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 27, 2015, the Board of Directors (the Board) of Spectra Energy Corp (the Company) approved the amendment and restatement of the Company's By-Laws to fix the size of the Board at 11 members. Previously, the By-Laws provided that the number of directors shall be fixed at 10. The description of the amendment is qualified in its entirety by reference to the text of the amended and restated By-Laws filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

The Company held its annual meeting of shareholders on April 28, 2015. The shareholders (i) elected all of the Company's nominees for directors; (ii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2015; and (iii) approved compensation of the Company's named executive officers on an advisory basis. The shareholders did not approve any of the shareholder proposals, which are listed below.

| Nominees               | For         | Against    | Abstain   | Non-Votes   |
|------------------------|-------------|------------|-----------|-------------|
| Gregory L. Ebel        | 446,777,500 | 9,413,017  | 3,538,521 | 113,905,098 |
| F. Anthony Comper      | 450,444,231 | 7,216,910  | 2,067,897 | 113,905,098 |
| Austin A. Adams        | 449,744,644 | 8,071,103  | 1,913,291 | 113,905,098 |
| Joseph Alvarado        | 453,561,101 | 4,255,035  | 1,912,902 | 113,905,098 |
| Pamela L. Carter       | 398,535,625 | 59,126,292 | 2,067,121 | 113,905,098 |
| Clarence P. Cazalot Jr | 453,437,491 | 4,393,521  | 1,898,026 | 113,905,098 |
| Peter B. Hamilton      | 450,571,834 | 7,260,137  | 1,897,067 | 113,905,098 |
| Miranda C. Hubbs       | 455,322,207 | 2,564,554  | 1,842,277 | 113,905,098 |
| Michael McShane        | 454,633,459 | 3,198,410  | 1,897,169 | 113,905,098 |
| Michael G. Morris      | 454,924,298 | 2,914,278  | 1,890,462 | 113,905,098 |
| Michael E. J. Phelps   | 455,119,888 | 2,726,369  | 1,882,781 | 113,905,098 |

| Proposal 2   | For         | Against   | Abstain   | Non-Votes |
|--|-------------|-----------|-----------|-----------|
| Ratification of<br>Deloitte & Touche LLP as<br>independent registered public accounting<br>firm for 2015 | 567,561,127 | 4,109,293 | 1,963,716 |           |

| Proposal 3  | For         | Against    | Abstain   | Non-Votes   |
|---|-------------|------------|-----------|-------------|
| Approval of an advisory vote<br>on executive compensation | 439,019,152 | 16,327,575 | 4,382,311 | 113,905,098 |

| Proposal 4  | For         | Against     | Abstain    | Non-Votes   |
|---|-------------|-------------|------------|-------------|
| Shareholder Proposal - Political<br>Contributions | 131,075,134 | 279,859,280 | 48,794,624 | 113,905,098 |

| Proposal 5                                     | For         | Against     | Abstain    | Non-Votes   |
|--|-------------|-------------|------------|-------------|
| Shareholder Proposal - Lobbying<br>Disclosures | 111,229,850 | 299,527,081 | 48,972,107 | 113,905,098 |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 The By-Laws of Spectra Energy Corp, as amended and restated on April 27, 2015

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.

SPECTRA ENERGY CORP

/s/ Patricia M. Rice  
Patricia M. Rice

Vice President, Deputy General Counsel and  
Secretary

Date: May 1, 2015

EXHIBIT INDEX

| Exhibit Number | Exhibit   |
|----------------|---|
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