

XCEL ENERGY INC
Form 8-K
May 18, 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 16, 2018

| 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 Number |
|------------------------|--|------------------------------------|
| 001-3034 | XCEL ENERGY (a Minnesota corporation) 414 Nicollet Mall Minneapolis, Minnesota 55401 (612) 330-5500 | 41-0448030 |

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Xcel Energy Inc. (the Company) held its 2018 annual meeting of shareholders on May 16, 2018. At the meeting shareholders:

•lected all 12 directors nominated by the Board of Directors;
 •pproved, on an advisory basis, the Company's executive compensation as set forth in the 2018 proxy statement; and
 •ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018.

Set forth below are the final voting results for each of the proposals.

Proposal 1 — Election of Directors

| Name | Votes For | Votes Against | Votes Withheld | Broker Non-Vote |
|---------------------------|-------------|---------------|----------------|-----------------|
| Richard K. Davis | 368,457,375 | 9,188,545 | 1,720,036 | 65,232,395 |
| Ben Fowke | 369,414,424 | 6,256,025 | 3,695,506 | 65,232,395 |
| Richard T. O'Brien | 375,744,866 | 2,712,291 | 908,799 | 65,232,395 |
| David K. Owens | 375,675,524 | 2,781,002 | 909,430 | 65,232,395 |
| Christopher J. Policinski | 375,622,257 | 2,841,933 | 901,766 | 65,232,395 |
| James T. Prokopanko | 375,521,601 | 2,840,825 | 1,003,530 | 65,232,395 |
| A. Patricia Sampson | 369,401,285 | 7,030,747 | 2,933,355 | 65,232,964 |
| James J. Sheppard | 375,398,818 | 3,043,441 | 923,697 | 65,232,395 |
| David A. Westerlund | 372,373,443 | 5,182,928 | 1,809,585 | 65,232,395 |
| Kim Williams | 375,730,385 | 2,703,902 | 931,099 | 65,232,964 |
| Timothy V. Wolf | 374,348,022 | 4,076,826 | 941,108 | 65,232,395 |
| Daniel Yohannes | 375,309,461 | 3,142,762 | 913,733 | 65,232,395 |

Proposal 2 — Advisory vote on executive compensation

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-------------|---------------|-----------------|------------------|
| 358,092,895 | 18,355,357 | 2,917,135 | 65,232,964 |

Proposal 3 — Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018

| Votes For | Votes Against | Votes Abstained |
|-------------|---------------|-----------------|
| 436,614,354 | 6,422,188 | 1,561,809 |

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.

May 18, 2018 Xcel Energy Inc.
(a Minnesota corporation)

/s/ Judy M. Poferl
Judy M. Poferl
Senior Vice President, Corporate Secretary and Executive Services