

Duke Energy CORP
Form DEF 14A
March 20, 2014

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DUKE ENERGY CORPORATION
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

[Table of Contents](#)

Welcome to the Duke Energy Annual Shareholder Meeting

March 20, 2014

Dear Fellow Shareholders:

I am pleased to invite you to our annual shareholder meeting to be held on Thursday, May 1, 2014, at 10:00 a.m. in the O.J. Miller Auditorium located at 526 South Church Street in Charlotte, North Carolina.

As explained in the enclosed proxy statement, at this year's meeting you will be asked to vote (i) for the election of directors, (ii) for the ratification of the selection of the independent public accountant, (iii) for the approval, on an advisory basis, of Duke Energy Corporation's named executive officer compensation, (iv) for the amendment to Duke Energy Corporation's Amended and Restated Certificate of Incorporation to authorize shareholder action by less than unanimous written consent, (v) against two shareholder proposals, and (vi) to consider any other business that may properly come before the meeting.

This year's proxy statement includes certain items such as a proxy statement summary on page 6 and certain charts and illustrations to help better explain our corporate governance and compensation programs and objectives. With this document, our aim is to communicate with you the matters to be addressed at the meeting in a way that is simple and straightforward.

Your vote is important exercise your shareholder right and vote your shares right away.

Edgar Filing: Duke Energy CORP - Form DEF 14A

Please turn to page 12 for the instructions on how you can vote your shares over the Internet, by telephone or by mail. It is important that all Duke Energy shareholders, regardless of the number of shares owned, participate in the affairs of the Company. At Duke Energy's 2013 Annual Shareholder Meeting, approximately 84 percent of the Company's outstanding shares were represented in person or by proxy.

We hope you will find it possible to attend this year's annual shareholder meeting and thank you for your continued interest in Duke Energy.

Sincerely,

Lynn J. Good

Vice Chairman, President and Chief Executive Officer

Table of Contents

PARTICIPATE IN THE FUTURE OF DUKE ENERGY; CAST YOUR VOTE RIGHT AWAY

It is very important that you vote to play a part in the future of Duke Energy. New York Stock Exchange ("NYSE") rules state that if your shares are held through a broker, bank or other nominee, they cannot vote on your behalf on nondiscretionary matters.

Please cast your vote right away on all of the proposals listed below to ensure that your shares are represented.

Proposals That Require Your Vote

		More information	Board recommendation	Broker non-votes	Abstentions	Votes required for approval
PROPOSAL 1	Election of directors	Page 15	FOR each nominee	Do not count	Do not count	Majority of votes cast, with a resignation policy
PROPOSAL 2	Ratification of Deloitte & Touche LLP as Duke Energy Corporation's independent public accountant for 2014	Page 33	FOR	Vote for	Vote against	Majority of shares represented
PROPOSAL 3	Approval, on an advisory basis, of Duke Energy Corporation's named executive officer compensation	Page 35	FOR	Do not count	Vote against	Majority of shares represented
PROPOSAL 4	Approval of the	Page 68	FOR	Vote against	Vote against	Majority of

amendment to
Duke Energy
Corporation's
Amended and
Restated
Certificate of
Incorporation to
authorize
shareholder action
by less than
unanimous written
consent

outstanding
shares
entitled to
vote

PROPOSAL 5	Shareholder proposal regarding shareholder right to call a special shareholder meeting	Page 69	AGAINST	Do not count	Vote against	Majority of shares represented
PROPOSAL 6	Shareholder proposal regarding political contribution disclosure	Page 71	AGAINST	Do not count	Vote against	Majority of shares represented

Vote Right Away

Even if you plan to attend this year's meeting, it is a good idea to vote your shares now, before the meeting, in the event your plans change. Whether you vote by Internet, by telephone or by mail, please have your proxy card or voting instruction form in hand and follow the instructions.

By Internet using your computer

By telephone

**By mailing your
proxy card**

Visit 24/7
www.proxyvote.com

Dial toll-free 24/7
1-800-690-6903
or by calling the

Cast your ballot,
sign your proxy card
and send free of postage.

number provided
by your broker, bank
or other nominee if your shares are
not registered in your name.

[Back to Contents](#)

**PARTICIPATE IN THE FUTURE OF DUKE ENERGY;
CAST YOUR VOTE RIGHT AWAY**

Visit Our Website

Review and download this proxy statement and our annual report

Visit our website

<http://www.duke-energy.com/investors/news-events.asp>

Listen to a live audio stream of the meeting

Attend Our 2014 Annual Shareholder Meeting

10:00 a.m. (EST) on Thursday, May 1, 2014
O.J. Miller Auditorium
526 South Church Street
Charlotte, NC 28202

Directions to 526 South Church Street are provided on
the inside back cover.

526 South Church Street
Mint Street Parking Deck
Bank of America Stadium

Table of Contents

Table of Contents

<u>NOTICE OF ANNUAL SHAREHOLDER MEETING</u>	<u>10</u>
<u>FREQUENTLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL SHAREHOLDER MEETING</u>	<u>11</u>
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	<u>15</u>
<u>INFORMATION ON THE BOARD OF DIRECTORS</u>	<u>21</u>
<u>REPORT OF THE CORPORATE GOVERNANCE COMMITTEE</u>	<u>26</u>
<u>DIRECTOR COMPENSATION</u>	<u>29</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	<u>31</u>
<u>PROPOSAL 2: RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2014</u>	<u>33</u>
<u>REPORT OF THE AUDIT COMMITTEE</u>	<u>34</u>
<u>PROPOSAL 3: ADVISORY VOTE TO APPROVE DUKE ENERGY CORPORATION'S NAMED EXECUTIVE OFFICER COMPENSATION</u>	<u>35</u>
<u>REPORT OF THE COMPENSATION COMMITTEE</u>	<u>36</u>
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>36</u>
<u>EXECUTIVE COMPENSATION</u>	<u>52</u>
<u>PROPOSAL 4: AMENDMENT TO DUKE ENERGY CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT</u>	<u>68</u>
<u>SHAREHOLDER PROPOSALS</u>	<u>69</u>

<u>PROPOSAL 5:</u>	<u>SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER RIGHT TO CALL A SPECIAL SHAREHOLDER MEETING</u>	<u>69</u>
<u>PROPOSAL 6:</u>	<u>SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE</u>	<u>71</u>
<u>OTHER INFORMATION</u>		<u>73</u>
<u>APPENDIX A</u>		<u>75</u>
<u>APPENDIX B</u>		<u>76</u>
<u>APPENDIX C</u>		<u>77</u>

Table of Contents

This proxy statement was first made available to shareholders on or about March 20, 2014.

Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. You should read the entire proxy statement carefully before voting. Page references ("XX") are supplied to help you find further information in this proxy statement.

Eligibility to Vote (page 11)

You can vote if you were a shareholder of record at the close of business on March 3, 2014.

How to Cast Your Vote (page 12)

You can vote by any of the following methods:

By Internet using your computer	By telephone	By mailing your proxy card	In person
Visit 24/7 www.proxyvote.com	Dial toll-free 24/7 1-800-690-6903 or by calling the number provided by your broker, bank or other nominee if your shares are not registered in your name.	Cast your ballot, sign your proxy card and send free of postage.	At the annual shareholder meeting: If you are a shareholder of record, you may be admitted to the meeting by bringing your notice, proxy card or, if your shares are held in the name of a broker, bank or other nominee, an account statement or letter from the nominee indicating your ownership as of the record date, along with some form of government-issued identification.

Business Highlights

Duke Energy's regulated utility operations provide electricity to 7.2 million customers located in six states in the Southeast and Midwest United States, representing a population of approximately 22 million people. Our nonregulated businesses own and operate diverse power generation assets in North America and Latin America, including a growing portfolio of renewable energy assets in the United States. Duke Energy operates in the United States, primarily through its direct and indirect wholly owned subsidiaries, Duke Energy Carolinas, LLC; Duke Energy Progress, Inc.; Duke Energy Florida, Inc.; Duke Energy Ohio, Inc.; Duke Energy Kentucky, Inc.; and Duke Energy Indiana, Inc., as well as in Latin America through Duke Energy International, LLC.

Governance of the Company (page 21)

Board Leadership Structure

Meeting Attendance

Risk Oversight

Director Independence

Committees and Attendance

Director Qualification Standards

Criteria for Board Membership

Majority Vote Standard

Communications with Directors

Table of Contents**Board Nominees (page 15)**

Name	Age	Director since	Occupation	Independent (Yes/No)		Committee Memberships	Other Public Company Boards
				Yes	No		
G. Alex Bernhardt, Sr.	70	1991	Chairman, Bernhardt Furniture Company	X		Nuclear Oversight	None
						Regulatory Policy and Operations	
Michael G. Browning	67	1990	Chairman, Browning Investments, Inc.	X		Audit	None
						C o r p o r a t e Governance	
						Finance and Risk Management	
Harris E. DeLoach, Jr.	69	2006	Executive Chairman, Sonoco Products Company	X		C o r p o r a t e Governance	Sonoco Products Company
						Nuclear Oversight	G o o d r i c h Corporation
Daniel R. DiMicco	63	2007	Retired Chairman, President and Chief Executive Officer, Nucor Corporation	X		C o r p o r a t e Governance	None
						Nuclear Oversight	

Edgar Filing: Duke Energy CORP - Form DEF 14A

John H. Forsgren	67	2009	Retired Vice Chairman, Executive Vice President and Chief Financial Officer, Northeast Utilities	X		Finance and Risk Management	The Phoenix Companies, Inc.
						Nuclear Oversight	
Lynn J. Good Vice Chairman	54	2013	Vice Chairman, President and Chief Executive Officer, Duke Energy Corporation		X	None	H u b b e l l Incorporated
Ann M. Gray Chairman of the Board	68	1994	Former Vice President, ABC, Inc. and former President, Diversified Publishing Group, ABC, Inc.	X		Compensation	The Phoenix Companies, Inc.
						C o r p o r a t e Governance	
						Finance and Risk Management	
James H. Hance, Jr.	69	2005	Retired Vice Chairman and Chief Financial Officer, Bank of America Corporation	X		Audit	C o u s i n s Properties Incorporated
						Compensation	
							Ford Motor Company
						Finance and Risk Management	
							The Carlyle Group, LP
John T. Herron	60	2013	Retired President, Chief Executive Officer and Chief Nuclear Officer,	X			None
						Nuclear Oversight	

Entergy Nuclear

Regulatory Policy
and Operations