

VECTREN CORP  
Form 8-K  
December 23, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) December 17, 2014

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

| Commission<br>File No. | Registrant, State of Incorporation,<br>Address, and Telephone Number  | I.R.S Employer<br>Identification No. |
|------------------------|---|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square<br>Evansville, Indiana 47708<br>(812) 491-4000            | 35-2086905                           |
| 1-16739                | Vectren Utility Holdings, Inc.<br>(An Indiana Corporation)<br>One Vectren Square<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2104850                           |

Former name or address, if changed since last report: N/A

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))



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

Vectren Corporation (the Company) provides share-based compensation to its officers, including its executive officers. A stock unit specimen agreement effective as of January 1, 2015 is attached to this filing as Exhibit 10.1. The agreement reflects, among other things, the shortening of the additional one year holding period after the performance measurement at the end of the third year following the grant and, generally, the restrictions now lift when the Compensation and Benefits Committee of the Board certifies the results with respect to the stock unit award.

Item 9.01. Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Vectren Corporation at Risk Compensation Plan Stock Unit Awards Award Agreement (Officer) |

#### 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.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.

December 23, 2014

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Senior Vice President and Chief  
Financial Officer

#### INDEX TO EXHIBITS

The following Exhibit is filed as part of this Report to the extent described in Item 5.02:

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Vectren Corporation at Risk Compensation Plan Stock Unit Awards Award Agreement (Officer) |