

AMERICAN ELECTRIC POWER CO INC
Form 8-K
April 29, 2019

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) April 23, 2019

AMERICAN ELECTRIC POWER COMPANY, INC.
(Exact Name of Registrant as Specified in Its Charter)
1-3525 New York 13-4922640
(Commission File Number) (State or Other Jurisdiction of Incorporation) (IRS Employer Identification No.)
1 Riverside Plaza, Columbus, OH 43215
(Address of Principal Executive Offices) (Zip Code)
614-716-1000
(Registrant's Telephone Number, Including Area Code)

(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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective April 23, 2019, the Board of Directors and shareholders of American Electric Power Company, Inc. (the “Company”) amended the Company’s Restated Certificate of Incorporation to eliminate shareholder preemptive rights.

The foregoing description is qualified in its entirety by reference to the amendment to the Restated Certificate of Incorporation approved by the Board and the shareholders, a copy of which is attached and incorporated herein as Exhibit 3.1 to this Form 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its annual meeting of shareholders (the “Annual Meeting”) on April 23, 2019 in Corpus Christi, Texas. At the Annual Meeting, the shareholders approved four proposals. The proposals are described in detail in the Proxy Statement.

Proposal 1

The Company’s shareholders elected thirteen individuals to the Board of Directors (the “Board”) as set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Nicholas K. Akins | 353,288,754 | 44,297,434 | 1,115,132 | 78,520,373 |
| David J. Anderson | 355,209,271 | 2,510,733 | 981,502 | 78,520,373 |
| J. Bernie Beasley, Jr. | 356,359,400 | 1,286,578 | 1,055,125 | 78,520,373 |
| Ralph D. Crosby, Jr. | 349,799,470 | 7,896,964 | 1,004,771 | 78,520,373 |
| Linda A. Goodspeed | 351,089,630 | 6,706,203 | 905,673 | 78,520,373 |
| Thomas E. Hoaglin | 352,670,060 | 5,003,560 | 1,027,886 | 78,520,373 |
| Sandra Beach Lin | 356,516,712 | 1,283,619 | 901,175 | 78,520,373 |
| Margaret M. McCarthy | 355,597,571 | 2,088,779 | 1,014,210 | 78,520,373 |
| Richard C. Notebaert | 355,859,272 | 1,734,879 | 1,106,995 | 78,520,373 |
| Lionel L. Nowell III | 345,939,970 | 11,759,105 | 1,002,431 | 78,520,373 |
| Stephen S. Rasmussen | 356,150,796 | 1,568,400 | 982,310 | 78,520,373 |
| Oliver G. Richard, III | 356,130,617 | 1,529,422 | 1,041,467 | 78,520,373 |
| Sara Martinez Tucker | 353,876,500 | 3,916,786 | 907,653 | 78,520,373 |

Proposal 2

The Company’s shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year as set forth below:

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 434,019,049 | 2,065,937 | 1,136,877 |

Proposal 3

The Company's shareholders approved an amendment to the Company's restated Certificate of Incorporation to eliminate preemptive rights as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 340,805,086 | 15,395,283 | 2,500,737 | 78,520,373 |

Proposal 4

The Company's shareholders approved the advisory vote on executive compensation as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 341,220,397 | 14,975,398 | 2,505,711 | 78,520,373 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Certificate of Amendment to Certificate of Incorporation of American Electric Power Company, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN ELECTRIC
POWER COMPANY, INC.

By: /s/ Thomas G. Berkemeyer
Name: Thomas G. Berkemeyer
Title: Assistant Secretary

April 29, 2019