

XCEL ENERGY INC
Form 8-K
May 23, 2014

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 21, 2014

| 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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

Xcel Energy Inc. (the Company) held its 2014 annual meeting of shareholders on May 21, 2014. At the meeting shareholders:

- elected all 11 directors nominated by the Board of Directors;
- ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014;
- approved, on an advisory basis, the Company's executive compensation as set forth in the 2014 proxy statement; and
- did not approve a shareholder proposal presented at the meeting on the separation of the role of Chairman and Chief Executive Officer.

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 |
|---------------------------|-------------|------------------|-------------------|--------------------|
| Gail Koziara Boudreaux | 352,265,373 | 4,304,640 | 1,230,058 | 69,985,744 |
| Richard K. Davis | 352,614,288 | 3,930,560 | 1,255,223 | 69,985,744 |
| Ben Fowke | 336,649,256 | 14,583,921 | 6,566,894 | 69,985,744 |
| Albert F. Moreno | 348,572,536 | 7,276,277 | 1,951,258 | 69,985,744 |
| Richard T. O'Brien | 349,927,911 | 6,522,774 | 1,349,386 | 69,985,744 |
| Christopher J. Policinski | 347,028,525 | 8,859,079 | 1,912,467 | 69,985,744 |
| A. Patricia Sampson | 347,595,278 | 8,303,832 | 1,900,961 | 69,985,744 |
| James J. Sheppard | 351,884,158 | 3,980,981 | 1,934,932 | 69,985,744 |
| David A. Westerlund | 351,997,988 | 3,824,716 | 1,977,367 | 69,985,744 |
| Kim Williams | 352,540,301 | 3,943,834 | 1,315,936 | 69,985,744 |
| Timothy V. Wolf | 352,603,346 | 3,846,760 | 1,349,964 | 69,985,744 |

Proposal 2 — Proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014.

| | | |
|-------------|---------------|-----------------|
| Votes For | Votes Against | Votes Abstained |
| 420,409,439 | 4,921,239 | 2,455,137 |

Proposal 3 — Advisory vote on executive compensation.

| | | | |
|-------------|---------------|-----------------|------------------|
| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
| 321,872,010 | 31,063,998 | 4,863,382 | 69,986,425 |

Proposal 4 — Shareholder proposal on the separation of the role of the Chairman and Chief Executive Officer.

| | | | |
|------------|---------------|-----------------|------------------|
| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
| 78,314,001 | 275,782,320 | 3,703,069 | 69,986,425 |

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 23, 2014

Xcel Energy Inc.
(a Minnesota corporation)

/s/ Judy M. Poferl
Judy M. Poferl
Vice President and Corporate Secretary