

PPL Corp  
Form 8-K  
May 26, 2016

**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 25, 2016

Commission File Registrant; State of Incorporation;

IRS Employer

Number

Address and Telephone Number

Identification No.

**PPL Corporation**

(Exact name of Registrant as specified in its charter)

(Pennsylvania)

1-11459

23-2758192

Two North Ninth Street

Allentown, PA 18101-1179

(610) 774-5151

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:

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- 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))

**Section 5 - Corporate Governance and Management**

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At PPL Corporation's ("PPL" or the "Company") Annual Meeting of Shareowners held on May 25, 2016 (the "Meeting"), the shareowners:

Elected all nine nominees for the office of director. The votes for individual nominees were:

	Number of Votes		Broker Non-Vote
	For	Against	
Rodney C. Adkins	489,559,037	5,723,476	2,313,772
John W. Conway	484,705,086	10,409,268	2,481,931
Steven G. Elliott	491,638,943	3,681,801	2,275,541
Raja Rajamannar	486,159,054	8,758,723	2,678,508
Craig A. Rogerson	474,134,065	21,102,673	2,359,547
William H. Spence	476,939,502	17,252,122	3,404,661
Natica von Althann	486,306,402	8,589,343	2,700,540
Keith H. Williamson	489,185,903	5,781,050	2,629,333
Armando Zagalo de Lima	489,561,490	5,218,685	2,816,110

Approved, on an advisory basis, the 2015 compensation of the Company's named executive officers. The vote was 470,537,888 in favor and 22,513,638 against, with 4,543,815 abstaining and

90,256,383  
broker  
non-votes.

Approved the  
PPL  
Corporation  
2016  
Short-term  
Incentive  
Plan. The vote  
was  
474,819,406 in  
favor and  
18,536,053  
against, with  
4,239,881  
abstaining and  
90,256,383  
broker  
non-votes.

Approved an  
amendment to  
PPL's articles  
of  
incorporation to  
increase the  
number of  
authorized  
shares of PPL's  
common stock,  
par value \$.01  
per share, from  
780,000,000  
shares of  
common stock  
to  
1,560,000,000  
shares of  
common stock.  
The vote was  
547,931,077 in  
favor and  
34,743,888  
against, with  
5,176,759

abstaining and  
no broker  
non-votes.  
Filed herewith  
as exhibit 3(i)  
is the Amended  
and Restated  
Articles of  
Incorporation  
of PPL to  
implement the  
proposal.

Ratified the  
appointment of  
Deloitte &  
Touche LLP as  
the Company's  
independent  
registered  
public  
accounting firm  
for the year  
ending  
December 31,  
2016. The vote  
was  
581,011,911 in  
favor and  
4,433,377  
against, with  
2,406,435  
abstaining and  
no broker  
non-votes.

Rejected a  
shareowner  
proposal  
requesting PPL  
to assess and  
report on  
deployment of  
distributed  
low-carbon  
electricity  
generation  
resources. The  
vote was  
184,093,607 in  
favor and

247,763,144  
against, with  
38,738,590  
abstaining and  
90,256,383  
broker  
non-votes.

The Company's  
April 12, 2016  
proxy statement  
also included a  
shareowner  
proposal  
requesting  
adoption of a  
policy to  
require an  
independent  
chairman of the  
Board of  
Directors. This  
proposal,  
however, was  
not presented at  
the Meeting by  
a representative  
of the  
proponent and,  
therefore, was  
not acted upon.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

3(i) -  
Amended and  
Restated  
Articles of  
Incorporation  
of PPL  
Corporation,  
effective as of  
May 25,  
2016.

SIGNATURE

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.

PPL CORPORATION

By: /s/ Stephen K. Breininger  
Stephen K. Breininger

Vice President and Controller

Dated: May 26, 2016