

PUBLIC SERVICE ENTERPRISE GROUP INC
Form 8-K
April 17, 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) April 15, 2014

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction

of incorporation)

001-09120
(Commission

File Number)
80 Park Plaza, P.O. Box 1171

22-2625848
(I.R.S. Employer

Identification No.)

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Newark, New Jersey 07101-1171

(Address of principal executive offices) (Zip Code)

973-430-7000

(Registrant's telephone number, including area code)

<http://www.pseg.com>

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

Our Annual Meeting of Stockholders was held on April 15, 2014. Proxies for the meeting were solicited by us pursuant to Regulation 14A under the Securities Act of 1934. There was no solicitation of proxies in opposition to management's nominees as listed in the proxy statement.

All of management's nominees were elected to the Board of Directors.

The advisory vote on executive compensation was approved.

The amendments to our Certificate of Incorporation and/or By-Laws to eliminate

supermajority voting requirements for certain business combinations,

supermajority voting requirements to remove a director without cause, and

supermajority voting requirement to make certain amendments to our By-Laws failed to receive the required affirmative vote of 80% of the number of shares outstanding and eligible to vote and were not approved.

The appointment of Deloitte & Touche LLP as Independent Auditor was ratified.

Final results of the voting are provided below:

| Proposal 1: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------------|------------------|----------------------|--------------------|-------------------------|
| Election of Directors | | | | |
| Terms expiring in 2015 | | | | |
| Albert R. Gamper, Jr. | 369,729,024 | 4,793,690 | 2,349,280 | 73,587,487 |
| William V. Hickey | 371,273,245 | 3,310,942 | 2,287,807 | 73,587,487 |
| Ralph Izzo | 361,986,108 | 8,860,324 | 6,025,562 | 73,587,487 |
| Shirley Ann Jackson | 350,025,650 | 24,567,436 | 2,278,908 | 73,587,487 |
| David Lilley | 371,969,210 | 2,557,909 | 2,344,875 | 73,587,487 |
| Thomas A. Renyi | 366,354,325 | 8,166,048 | 2,351,621 | 73,587,487 |
| Hak Cheol Shin | 371,663,392 | 2,803,430 | 2,405,172 | 73,587,487 |
| Richard J. Swift | 353,279,307 | 21,209,810 | 2,382,877 | 73,587,487 |
| Susan Tomasky | 371,877,408 | 2,720,346 | 2,274,240 | 73,587,487 |
| Alfred W. Zollar | 372,376,664 | 2,177,358 | 2,317,972 | 73,587,487 |

| Proposal 2: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------------|----------------------|--------------------|-------------------------|
| Advisory Vote on Executive Compensation | 355,065,144 | 17,220,508 | 4,586,342 | 73,587,487 |
| Proposal 3(a): | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Approval of Amendment to Eliminate Supermajority for Certain Business Combinations | 366,767,136 | 6,312,006 | 3,792,144 | 73,588,195 |
| Proposal 3(b): | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Approval of Amendment to Eliminate Supermajority to Remove a Director Without Cause | 367,375,061 | 5,785,881 | 3,710,344 | 73,588,195 |
| Proposal 3(c): | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Approval of Amendment to Eliminate Supermajority to Make Certain Amendments to By-Laws | 366,532,486 | 6,599,478 | 3,739,322 | 73,588,195 |
| Proposal 4: | Votes For | Votes Against | Abstentions | Broker Non-Votes |
| Ratification of Appointment of Deloitte & Touche LLP as Independent Auditor | 440,889,817 | 6,546,246 | 3,023,418 | N/A |

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 thereunto duly authorized.

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

(Registrant)

By: /s/ Derek M. DiRisio
 Derek M. DiRisio
 Vice President and Controller
 (Principal Accounting Officer)

Date: April 17, 2014