

DOMINION ENERGY INC /VA/
Form 8-K
May 09, 2018

UNITED STATES
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) May 9, 2018

Dominion Energy, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Virginia 001-08489 54-1229715
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

120 Tredegar Street
Richmond, Virginia 23219
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code (804) 819-2000

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

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 5.07. Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting was held on May 9, 2018. Results of items presented for voting are listed below.

The following nominees were elected to the Board for a one-year term or until next year's annual meeting: William P. Barr, Helen E. Dragas, James O. Ellis, Jr., Thomas F. Farrell, II, John W. Harris, Ronald W. Jibson, Mark J. Kington, Joseph M. Rigby, Pamela J. Royal, Robert H. Spilman, Jr., Susan N. Story, and Michael E. Szymanczyk. The votes cast with respect to all of the nominees presented at the Annual Meeting were as follows:

| <u>Nominee</u> | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-vote</u> |
|------------------------|------------------|----------------------|------------------------|------------------------|
| William P. Barr | 437,843,632 | 5,310,657 | 1,580,332 | 108,017,809 |
| Helen E. Dragas | 438,623,770 | 4,544,847 | 1,565,283 | 108,017,809 |
| James O. Ellis, Jr. | 440,397,690 | 2,787,843 | 1,549,088 | 108,017,809 |
| Thomas F. Farrell, II | 412,631,534 | 29,343,398 | 2,759,689 | 108,017,809 |
| John W. Harris | 432,709,494 | 10,406,919 | 1,618,208 | 108,017,809 |
| Ronald W. Jibson | 440,605,396 | 2,553,581 | 1,575,644 | 108,017,809 |
| Mark J. Kington | 436,715,648 | 6,405,570 | 1,613,403 | 108,017,809 |
| Joseph M. Rigby | 440,699,211 | 2,463,815 | 1,571,595 | 108,017,809 |
| Pamela J. Royal | 440,182,373 | 3,075,113 | 1,476,414 | 108,017,809 |
| Robert H. Spilman, Jr. | 434,827,469 | 8,297,075 | 1,610,077 | 108,017,809 |
| Susan N. Story | 368,368,639 | 74,896,267 | 1,468,994 | 108,017,809 |
| Michael E. Szymanczyk | 440,300,209 | 2,833,656 | 1,600,756 | 108,017,809 |

The appointment of Deloitte & Touche LLP as our independent auditor for 2018 was ratified by shareholders as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> |
|------------------|----------------------|------------------------|
| 540,217,278 | 10,940,065 | 1,595,087 |

Shareholders approved an advisory vote on approval of executive compensation ("say on pay"). The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 415,412,602 | 25,888,094 | 3,433,204 | 108,017,809 |

A shareholder proposal requesting the Company to permit shareholders to act by written consent was not approved. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 187,327,570 | 253,154,853 | 4,248,198 | 108,017,809 |

A shareholder proposal requesting the Company to provide a report on methane emissions was withdrawn by the shareholder proponent prior to the Annual Meeting; accordingly, the shareholder proposal was not submitted to a vote at the Annual Meeting.

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.

DOMINION ENERGY, INC.
Registrant

/s/ Carter M. Reid
Carter M. Reid
Executive Vice President, Chief Administrative &
Compliance Officer and Corporate Secretary

Date: May 9, 2018