

EVERSOURCE ENERGY
Form 8-K
May 05, 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 4, 2016 (May 4, 2016)**

| <u>File Number</u> | <u>Address; and Telephone Number</u> | <u>Identification No.</u> |
|--------------------|---|---------------------------|
| 1-5324 | EVERSOURCE ENERGY (a Massachusetts voluntary association) 300 Cadwell Drive Springfield, Massachusetts 01104 | 04-2147929 |
| 0-00404 | Telephone number: (413) 785-5871 THE CONNECTICUT LIGHT AND POWER COMPANY (a Connecticut corporation) 107 Selden Street Berlin, Connecticut 06037-1616 Telephone: (860) 665-5000 | 06-0303850 |

1-2301

NSTAR ELECTRIC COMPANY

04-1278810

(a Massachusetts corporation)

800 Boylston Street

Boston, Massachusetts 02199

Telephone number: (617) 424-2000

1-6392

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

02-0181050

(a New Hampshire corporation)

Energy Park

780 North Commercial Street

Manchester, New Hampshire 03101-1134

Telephone: (603) 669-4000

0-7624

WESTERN MASSACHUSETTS ELECTRIC COMPANY

04-1961130

(a Massachusetts corporation)

300 Cadwell Drive

Springfield, Massachusetts 01104

Telephone number: (413) 785-5871

Not Applicable

(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))

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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 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 4, 2016, the Board of Trustees (the Board) of Eversource Energy (the Company) announced the election of James J. Judge as a Trustee and of Philip J. Lembo as the Company's Senior Vice President, Chief Financial Officer and Treasurer, effective today.

Also on May 4, 2016, the Board of Directors of each of The Connecticut Light and Power Company, NSTAR Electric Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company elected Mr. Judge as Chairman and a Director and Mr. Lembo as Senior Vice President, Chief Financial Officer and Treasurer, and a Director.

Mr. Lembo, 60, has served as the Vice President and Treasurer of Eversource Energy, The Connecticut Light and Power Company, NSTAR Electric Company, NSTAR Gas Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company, Yankee Gas Services Company and Eversource Energy Service Company since April 10, 2012, and of NSTAR Electric Company and NSTAR Gas Company since March 26, 2009. There is no arrangement or understanding between Mr. Lembo and any other person pursuant to which he was elected Senior Vice President, Chief Financial Officer and Treasurer, nor any transactions involving Mr. Lembo requiring disclosure under Item 404(a) of Regulation S-K of the SEC. There is no arrangement or understanding between Mr. Judge and any other person pursuant to which he was elected as a Trustee, nor any transactions involving Mr. Judge requiring disclosure under Item 404(a) of Regulation S-K of the SEC.

In connection with Mr. Lembo's election as the Company's Senior Vice President, Chief Financial Officer and Treasurer on May 4, 2016, his annual base salary will be \$535,000 and his target award level under the Eversource Annual Incentive Plan will be 75% of salary.

As previously disclosed in the Company's Current Report on Form 8-K filed with the SEC on April 7, 2016, Thomas J. May retired as the Company's President and Chief Executive Officer, effective following the close of the Annual Meeting on May 4, 2016. Mr. May will remain a Trustee of the Company and continue to serve as Chairman of the Board. As a Trustee of the Company, Mr. May will be compensated as other Trustees on the Board, each of whom receives an annual cash retainer in the amount of \$100,000 and annual stock compensation in the amount of \$135,000

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for service on the Board. Mr. May's compensation as a Trustee will be prorated during the year for the period in which he serves. Mr. May will not receive any additional retainer or other additional compensation for his service as Chairman of the Board. In connection with Mr. May's retirement, the Board approved the acceleration of Mr. May's 2016 equity grants, which consist of 29,233 restricted share units and 29,233 performance share units.

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

(a)

Prior to the meeting of the Board described above, Eversource Energy held its Annual Meeting of Shareholders on May 4, 2016.

(b)

Shareholders voted on the proposals set forth below. For more information on these proposals, see the Company's proxy statement dated March 24, 2016. On March 7, 2016, the record date for the Annual Meeting, there were 317,207,036 common shares outstanding and entitled to vote. At the Annual Meeting, 273,660,116.32 common shares were represented, in person or by proxy, constituting a quorum.

(1) Election of Trustees. The shareholders elected each of the 12 nominees to the Board of Trustees for a one-year term by a majority of the outstanding common shares:

| <u>Trustee</u> | <u>Number</u> | <u>Votes Cast For</u> | | <u>Votes Withheld</u> | | | |
|-----------------------|----------------|-----------------------|------------------------------|-----------------------|--------------------------------|-------------|---------------|
| | | <u>Cast</u> | <u>% of</u> <u>Shares</u> | <u>Number</u> | <u>Out-</u> <u>standing</u> | <u>Cast</u> | <u>Uncast</u> |
| John S. Clarkeson | 220,629,226.68 | 93.07 | 69.55 | 16,426,593.97 | 6.93 | 34,739.67 | 36,569,556.00 |
| Cotton M. Cleveland | 231,979,907.08 | 97.86 | 73.13 | 5,075,913.57 | 2.14 | 34,739.67 | 36,569,556.00 |
| Sanford Cloud, Jr. | 218,113,008.22 | 92.01 | 68.76 | 18,942,812.43 | 7.99 | 34,739.67 | 36,569,556.00 |
| James S. DiStasio | 220,972,216.60 | 93.22 | 69.66 | 16,083,604.05 | 6.78 | 34,739.67 | 36,569,556.00 |
| Francis A. Doyle | 233,971,397.21 | 98.70 | 73.76 | 3,084,423.44 | 1.30 | 34,739.67 | 36,569,556.00 |
| Charles K. Gifford | 219,818,129.22 | 92.73 | 69.30 | 17,237,691.43 | 7.27 | 34,739.67 | 36,569,556.00 |
| Paul A. La Camera | 233,190,923.66 | 98.37 | 73.51 | 3,864,896.99 | 1.63 | 34,739.67 | 36,569,556.00 |
| Kenneth R. Leibler | 233,565,555.81 | 98.53 | 73.63 | 3,490,264.84 | 1.47 | 34,739.67 | 36,569,556.00 |
| Thomas J. May | 232,030,400.08 | 97.88 | 73.15 | 5,025,420.57 | 2.12 | 34,739.67 | 36,569,556.00 |
| William C. Van Faasen | 220,683,868.24 | 93.09 | 69.57 | 16,371,952.41 | 6.91 | 34,739.67 | 36,569,556.00 |

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| | | | | | | | |
|------------------|----------------|-------|-------|---------------|------|-----------|---------------|
| Frederica M. | | | | | | | |
| Williams | 233,714,951.92 | 98.59 | 73.68 | 3,340,868.73 | 1.41 | 34,739.67 | 36,569,556.00 |
| Dennis R. Wraase | 220,901,316.16 | 93.19 | 69.64 | 16,154,504.49 | 6.81 | 34,739.67 | 36,569,556.00 |

(2)

The shareholders approved, on an advisory basis, the compensation of the Company's 2015 Named Executive Officers:

| | Votes Cast For | | | Votes Cast Against | | | Broker |
|---|----------------|-------------|-------------------|--------------------|-------------------|----------------|---------------|
| | <u>Number</u> | <u>% of</u> | <u>Votes Cast</u> | <u>Number</u> | <u>Votes Cast</u> | <u>Abstain</u> | |
| Advisory approval of executive compensation | 207,381,748.40 | 87.47 | | 26,909,880.17 | 11.35 | 2,796,715.43 | 36,569,556.00 |

(3)

The shareholders ratified the selection of Deloitte & Touche LLP as independent registered public accountants for 2016:

| | Votes Cast For | | Votes Cast Against | | |
|--|----------------|-------------|--------------------|-------------|----------------|
| | | % of | | % of | |
| <u>Proposal</u> | <u>Number</u> | <u>Cast</u> | <u>Number</u> | <u>Cast</u> | <u>Abstain</u> |
| Ratification of appointment of independent registered public accounting firm | 267,963,211.31 | 97.92 | 3,699,731.91 | 1.35 | 1,996,173.10 |

Section 8

Other Events

Item 8.01

Other Events.

On May 4, 2016, the Company issued a press release announcing the election of Mr. Lembo as the Company's Senior Vice President, Chief Financial Officer and Treasurer, effective today. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9

Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits.

Exhibit

Number

Description

Exhibit 99.1

Press Release of Eversource Energy dated May 4, 2016.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

EVERSOURCE ENERGY

THE CONNECTICUT LIGHT AND POWER COMPANY

NSTAR ELECTRIC COMPANY

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

WESTERN MASSACHUSETTS ELECTRIC COMPANY

(Registrants)

May 4, 2016

By:

/s/ GREGORY B. BUTLER

Gregory B. Butler

Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit

Number

Description

Exhibit 99.1

Press Release of Eversource Energy dated May 4, 2016.