

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
April 20, 2017

**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 18, 2017**

**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**

**22-2625848**  
**(I.R.S. Employer**

**Identification No.)**

**Newark, New Jersey 07102**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 Annual Meeting of Stockholders of Public Service Enterprise Group Incorporated (PSEG) was held on April 18, 2017. Proxies for the meeting were solicited by PSEG 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 stockholders have recommended in the advisory vote on the frequency of future advisory votes on executive compensation that such votes be held every year. Based on that result and consistent with its own recommendation, the Board of Directors has determined that PSEG's stockholders will continue to be presented with the opportunity to cast an advisory vote on executive compensation at the Annual Meeting of Stockholders to be held in each year beginning in 2018 and continuing through the earlier of 2023 or the next Annual Meeting at which an advisory vote on the frequency of the advisory vote on executive compensation is presented to stockholders.

The appointment of Deloitte & Touche LLP as PSEG's independent auditor was ratified.

Final results of the voting are provided below:

**Proposal 1:**

Election of Directors

<b>Terms expiring in 2018</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Willie A. Deese	375,340,842	2,837,580	1,446,709	70,110,190
Albert R. Gamper, Jr.	362,416,064	15,751,938	1,457,129	70,110,190
William V. Hickey	363,619,758	14,549,061	1,456,312	70,110,190
Ralph Izzo	340,688,776	33,175,683	5,760,672	70,110,190
Shirley Ann Jackson	355,182,444	22,944,385	1,498,302	70,110,190
David Lilley	374,437,438	3,677,537	1,510,156	70,110,190
Thomas A. Renyi	361,187,018	16,936,034	1,502,079	70,110,190
Hak Cheol Shin	375,745,994	2,437,831	1,441,306	70,110,190
Richard J. Swift	312,210,568	65,892,028	1,522,535	70,110,190
Susan Tomasky	375,551,594	2,710,664	1,362,873	70,110,190
Alfred W. Zollar	375,302,843	2,866,612	1,455,676	70,110,190

**Proposal 2:**

Advisory Vote on the Approval of Executive Compensation

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
337,202,570	39,528,570	2,892,891	70,111,290

**Proposal 3:**

Advisory Vote on the Frequency of Future Advisory Votes of Executive Compensation

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
323,963,929	3,236,589	49,811,999	2,611,514	70,111,290

<b>Proposal 4:</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Ratification of Appointment of Deloitte & Touche LLP as Independent Auditor	433,511,648	14,344,889	1,878,784	0

**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/ Stuart J. Black

Stuart J. Black  
Vice President and Controller  
(Principal Accounting Officer)

Date: April 20, 2017