

VECTREN CORP  
Form 8-K  
May 28, 2013  
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 23, 2013

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

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| Commission<br>File No. | Registrant, State of Incorporation, Address,<br>and Telephone Number  | I.R.S Employer<br>Identification No. |
|------------------------|---|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2086905                           |

Former name or address, if changed since last report:  
N/A

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:

- .. 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))
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## Item 5.07. Submission of Matters to a Vote of Security Holders

The 2013 Annual Meeting of Shareholders ("Annual Meeting") of the Company was held on May 23, 2013. At the Annual Meeting, three proposals were submitted to and approved by the Company's shareholders, and one proposal, which was opposed by the Board of Directors, was submitted to and voted against by the Company's shareholders. The proposals are described in more detail in the Company's proxy statement filed with the Commission on March 25, 2013. The final voting results were as follows:

## Proposal 1

For the election of the following named persons as directors of the Company to serve, respectively, as such directors for a one-year term and/or until their successors shall be duly elected and shall qualify, as follows:

| Nominee                      | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------------|------------|----------------|------------------|
| Carl L. Chapman              | 54,087,079 | 1,657,669      | 18,207,280       |
| James H. DeGraffenreidt, Jr. | 55,067,046 | 677,702        | 18,207,280       |
| Niel C. Ellerbrook           | 54,805,631 | 939,117        | 18,207,280       |
| John D. Engelbrecht          | 54,959,079 | 785,669        | 18,207,280       |
| Anton H. George              | 54,830,499 | 914,249        | 18,207,280       |
| Martin C. Jischke            | 54,970,272 | 774,475        | 18,207,280       |
| Robert G. Jones              | 55,017,461 | 727,286        | 18,207,280       |
| J. Timothy McGinley          | 54,800,635 | 944,112        | 18,207,280       |
| R. Daniel Sadlier            | 55,018,917 | 725,830        | 18,207,280       |
| Michael L. Smith             | 55,065,616 | 679,132        | 18,207,280       |
| Jean L. Wojtowicz            | 54,916,558 | 828,189        | 18,207,280       |

## Proposal 2

Approve the non-binding advisory proposal approving the compensation of Vectren's named executive officers:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 52,735,663 | 2,111,717     | 897,368         | 18,207,280       |

## Proposal 3

Ratify the reappointment of Deloitte & Touche, LLP as independent registered public accounting firm for the Company and its subsidiaries for 2013:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 72,990,389 | 665,061       | 296,578         | —                |

Proposal 4

A shareholder proposal by the Utility Workers Union of America regarding the separation of the roles of chair of the board of directors and chief executive officer, which the board of directors opposes:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 11,442,312 | 43,506,921    | 795,515         | 18,207,280       |

SIGNATURES

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.

VECTREN CORPORATION

May 28, 2013

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Vice President, Controller & Assistant  
Treasurer