

PPL Corp
Form 8-K
May 26, 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 25, 2016

Commission File Registrant; State of Incorporation;

IRS Employer

Number

Address and Telephone Number

Identification No.

PPL Corporation

(Exact name of Registrant as specified in its charter)

(Pennsylvania)

1-11459

23-2758192

Two North Ninth Street

Allentown, PA 18101-1179

(610) 774-5151

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:

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- ☐ 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))

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

At PPL Corporation's ("PPL" or the "Company") Annual Meeting of Shareowners held on May 25, 2016 (the "Meeting"), the shareowners:

Elected all nine nominees for the office of director. The votes for individual nominees were:

	Number of Votes		Broker
	For	Against	Abstain Non-Vote
Rodney C. Adkins	489,559,037	5,723,476	2,313,772 90,255,438
John W. Conway	484,705,086	10,409,268	2,481,931 90,255,438
Steven G. Elliott	491,638,943	3,681,801	2,275,541 90,255,438
Raja Rajamannar	486,159,054	8,758,723	2,678,508 90,255,438
Craig A. Rogerson	474,134,065	21,102,673	2,359,547 90,255,438
William H. Spence	476,939,502	17,252,122	3,404,661 90,255,438
Natica von Althann	486,306,402	8,589,343	2,700,540 90,255,438
Keith H. Williamson	489,185,903	5,781,050	2,629,333 90,255,438
Armando Zagalo de Lima	489,561,490	5,218,685	2,816,110 90,255,438

Approved, on an advisory basis, the 2015 compensation of the Company's named executive officers. The vote was 470,537,888 in favor and 22,513,638 against, with 4,543,815 abstaining and

90,256,383
broker
non-votes.

Approved the
PPL
Corporation
2016
Short-term
Incentive
Plan. The vote
was
474,819,406 in
favor and
18,536,053
against, with
4,239,881
abstaining and
90,256,383
broker
non-votes.

Approved an
amendment to
PPL's articles
of
incorporation to
increase the
number of
authorized
shares of PPL's
common stock,
par value \$.01
per share, from
780,000,000
shares of
common stock
to
1,560,000,000
shares of
common stock.
The vote was
547,931,077 in
favor and
34,743,888
against, with
5,176,759

abstaining and
no broker
non-votes.
Filed herewith
as exhibit 3(i)
is the Amended
and Restated
Articles of
Incorporation
of PPL to
implement the
proposal.

Ratified the
appointment of
Deloitte &
Touche LLP as
the Company's
independent
registered
public
accounting firm
for the year
ending
December 31,
2016. The vote
was
581,011,911 in
favor and
4,433,377
against, with
2,406,435
abstaining and
no broker
non-votes.

Rejected a
shareowner
proposal
requesting PPL
to assess and
report on
deployment of
distributed
low-carbon
electricity
generation
resources. The
vote was
184,093,607 in
favor and

247,763,144
against, with
38,738,590
abstaining and
90,256,383
broker
non-votes.

The Company's
April 12, 2016
proxy statement
also included a
shareowner
proposal
requesting
adoption of a
policy to
require an
independent
chairman of the
Board of
Directors. This
proposal,
however, was
not presented at
the Meeting by
a representative
of the
proponent and,
therefore, was
not acted upon.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

3(i) -
Amended and
Restated
Articles of
Incorporation
of PPL
Corporation,
effective as of
May 25,
2016.

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.

PPL CORPORATION

By: /s/ Stephen K. Breininger
Stephen K. Breininger

Vice President and Controller

Dated: May 26, 2016