

EDISON INTERNATIONAL
Form 8-K
April 26, 2019

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 25, 2019

| Commission File Number | Exact Name of Registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|------------------------|--|--|------------------------------------|
| 1-9936 | EDISON INTERNATIONAL | California | 95-4137452 |
| 1-2313 | SOUTHERN CALIFORNIA EDISON COMPANY | California | 95-1240335 |

| | |
|--|--|
| 2244 Walnut Grove Avenue (P.O. Box 976) Rosemead, California 91770 (Address of principal executive offices) (626) 302-2222 (Registrant's telephone number, including area code) | 2244 Walnut Grove Avenue (P.O. Box 800) Rosemead, California 91770 (Address of principal executive offices) (626) 302-1212 (Registrant's telephone number, including area code) |
|--|--|

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))

Edgar Filing: EDISON INTERNATIONAL - Form 8-K

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.

At Edison International's ("EIX") and Southern California Edison Company's ("SCE") Annual Meeting of Shareholders on April 25, 2019, four matters for EIX and three matters for SCE were submitted to a vote of the respective shareholders: the election of eleven directors for EIX and twelve directors for SCE; ratification of the appointment of the independent registered public accounting firm; an advisory vote to approve the Company's executive compensation; and a shareholder proposal regarding proxy access (EIX only).

Shareholders elected eleven EIX nominees and twelve SCE nominees to the respective Boards of Directors. Each of the eleven EIX Director-nominees and twelve SCE Director-nominees received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum.

The final vote results were as follows:

| Name | For | | Against | | Abstentions | | Broker Non-Votes | |
|---------------------------|-------------|-------------|------------|---------|-------------|---------|------------------|------------|
| | EIX | SCE | EIX | SCE | EIX | SCE | EIX | SCE |
| Jeanne Beliveau-Dunn | 255,269,658 | 440,202,016 | 1,404,903 | 357,060 | 319,836 | 201,072 | 27,129,173 | 18,299,256 |
| Michael C. Camuñez | 255,094,842 | 440,149,426 | 1,502,055 | 400,104 | 397,500 | 210,618 | 27,129,173 | 18,299,256 |
| Vanessa C.L. Chang | 240,416,818 | 440,138,872 | 16,236,892 | 420,144 | 340,687 | 201,132 | 27,129,173 | 18,299,256 |
| James T. Morris | 255,065,022 | 440,193,718 | 1,559,822 | 337,800 | 369,553 | 228,630 | 27,129,173 | 18,299,256 |
| Timothy T. O'Toole | 255,875,879 | 440,222,746 | 757,552 | 329,070 | 360,966 | 208,332 | 27,129,173 | 18,299,256 |
| Kevin M. Payne (SCE only) | | 440,242,072 | | 304,980 | | 213,096 | | 18,299,256 |
| Pedro J. Pizarro | 255,937,249 | 440,218,288 | 684,358 | 329,706 | 372,790 | 212,154 | 27,129,173 | 18,299,256 |
| Linda G. Stuntz | 255,818,057 | 440,283,376 | 842,149 | 270,744 | 334,191 | 206,028 | 27,129,173 | 18,299,256 |
| William P. Sullivan | 255,710,597 | 440,205,652 | 922,563 | 335,688 | 361,237 | 218,808 | 27,129,173 | 18,299,256 |
| Ellen O. Tauscher | 255,984,789 | 440,211,436 | 680,579 | 345,540 | 329,029 | 203,172 | 27,129,173 | 18,299,256 |
| Peter J. Taylor | 255,986,018 | 440,178,040 | 635,908 | 356,388 | 372,471 | 225,720 | 27,129,173 | 18,299,256 |
| Keith Trent | 256,003,396 | 440,160,658 | 602,944 | 383,328 | 388,057 | 216,162 | 27,129,173 | 18,299,256 |

Shareholders of each of EIX and SCE voted on proposals to ratify the appointment of the independent registered public accounting firm, PricewaterhouseCoopers LLP, each of which received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, and was therefore adopted. The final vote results were as follows:

| Company | For | Against | Abstentions | Broker Non-Votes |
|---------|-------------|-----------|-------------|------------------|
| EIX | 280,003,130 | 3,627,844 | 492,596 | N/A |
| SCE | 457,867,234 | 528,966 | 663,204 | N/A |

The advisory vote on each of the EIX's and SCE's executive compensation received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, and was therefore adopted. The final vote results were as follows:

| Company | For | Against | Abstentions | Broker Non-Votes |
|---------|-------------|------------|-------------|------------------|
| EIX | 239,454,302 | 16,776,679 | 763,416 | 27,129,173 |
| SCE | 438,512,584 | 1,681,212 | 566,352 | 18,299,256 |

Edgar Filing: EDISON INTERNATIONAL - Form 8-K

The shareholder proposal regarding proxy access (EIX only) did not receive the affirmative vote of a majority of the votes cast and was not adopted. The proposal received the following number of votes:

| Company | For | Against | Abstentions | Broker Non-Votes |
|---------|------------|-------------|-------------|------------------|
| EIX | 75,165,621 | 179,512,285 | 2,316,491 | 27,129,173 |

SIGNATURES

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

EDISON INTERNATIONAL
(Registrant)

/s/ Aaron D. Moss
Aaron D. Moss
Vice President and Controller

Date: April 26, 2019

SOUTHERN CALIFORNIA EDISON
COMPANY
(Registrant)

/s/ Aaron D. Moss
Aaron D. Moss
Vice President and Controller

Date: April 26, 2019