

OGE ENERGY CORP.
Form 8-K
May 24, 2011

UNITED STATES
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 19, 2011

OGE ENERGY CORP.
(Exact Name of Registrant as Specified in Its Charter)

Oklahoma
(State or Other Jurisdiction of Incorporation)

1-12579
(Commission File Number)

73-1481638
(IRS Employer Identification No.)

321 North Harvey, P.O. Box 321, Oklahoma City, Oklahoma
(Address of Principal Executive Offices)

73101-0321
(Zip Code)

405-553-3000
(Registrant's Telephone Number, Including Area Code)

(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareowners of OGE Energy Corp. held on May 19, 2011, the shareowners:

- Elected the three directors nominated by the Board of Directors;
- Approved the amendment of the Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 125,000,000 to 225,000,000;
- Approved, on an advisory basis, executive compensation;
- Indicated a preference, on an advisory basis, to hold future advisory votes on executive compensation every year; and
- Ratified the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2011.

The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each of such matters, were as stated below.

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| | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|------------------|-------------------|---------------------|---------------------|
| Proposal No. 1: Election of Directors | Votes For | | Votes Withheld | Broker Non-Votes | |
| Terms Expiring in 2012 | | | | | |
| Kirk Humphreys | 62,552,119 | | 2,162,596 | 19,512,170 | |
| Linda Petree Lambert | 63,697,631 | | 1,017,084 | 19,512,170 | |
| Leroy C. Richie | 62,357,709 | | 2,357,006 | 19,512,170 | |
| Proposal No. 2: Amendment of the Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 125,000,000 to 225,000,000 | Votes For | | Votes Against | Abstentions | |
| | 74,756,002 | | 8,767,131 | 703,752 | |
| Proposal No. 3: Advisory vote on executive compensation | Votes For | Votes Against | Abstentions | Broker Non-Votes | |
| | 59,385,569 | 3,601,688 | 1,727,458 | 19,512,170 | |
| Proposal No. 4: Advisory vote on the frequency of advisory votes on executive compensation | 3 Years | 2 Years | 1 Year | Abstentions | Broker Non-Votes |
| | 11,401,816 | 906,579 | 50,455,131 | 1,951,189 | 19,512,170 |
| Proposal No. 5: Ratification of the appointment of Ernst & Young LLP as our principal independent accountants for 2011 | Votes For | | Votes Against | Abstentions | |
| | 83,018,809 | | 751,565 | 456,511 | |

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.

OGE ENERGY CORP.
(Registrant)

By:

/s/ Scott Forbes
Scott Forbes
Controller and Chief Accounting Officer

May 24, 2011