

EVERSOURCE ENERGY
Form 8-K
April 30, 2015

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 30, 2015 (April 29, 2015)**

EVERSOURCE ENERGY

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of organization)

001-5324
(Commission File Number)

04-2147929
(I.R.S. Employer
Identification No.)

300 Cadwell Drive

Springfield, Massachusetts
(Address of principal executive offices)

01104
(Zip Code)

Registrant's telephone number, including area code: **(860) 665-5000**

Northeast Utilities

(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))

Section 5

Corporate Governance and Management

Item 5.03

Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 29, 2015, Eversource Energy, formerly known as Northeast Utilities (the Company), filed an amendment to its Declaration of Trust (the Amendment) with the Secretary of the Commonwealth of Massachusetts to change its legal name from Northeast Utilities to Eversource Energy.

As disclosed in Item 5.07 of this report, on April 29, 2015, the shareholders of Eversource Energy, by an affirmative vote of at least two-thirds of all common shares outstanding and entitled to vote on the matter, approved the proposal authorizing the Company to amend its Declaration of Trust to change its legal name from Northeast Utilities to Eversource Energy.

The Amendment is filed as Exhibit 3.1 to this report and is incorporated by reference herein.

Item 5.07

Submission of Matters to a Vote of Security Holders.

(a)

Eversource Energy held its Annual Meeting of Shareholders on April 29, 2015.

(b)

Shareholders voted on the proposals set forth below. For more information on the following proposals, see the Company's proxy statement dated March 13, 2015. On March 2, 2015, the record date for the Annual Meeting, there were 317,405,001 common shares outstanding and entitled to vote. At the Annual Meeting, 278,115,581.55 common shares were represented, in person or by proxy, constituting a quorum.

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(1) Election of Trustees. The shareholders elected each of the 12 nominees to the Board of Trustees for a one-year term by a majority of the outstanding common shares:

| <u>Trustee</u> | <u>Number</u> | <u>Votes Cast For</u> | | <u>Votes Cast Against</u> | | | |
|--------------------|----------------|-----------------------|-----------------|---------------------------|-----------------|----------------|------------------|
| | | <u>Cast</u> | <u>% of</u> | <u>Number</u> | <u>% of</u> | <u>Broker</u> | |
| | | <u>Votes</u> | <u>Out-</u> | <u>standing</u> | <u>Out-</u> | <u>Abstain</u> | <u>Non-Votes</u> |
| | | | <u>standing</u> | | <u>standing</u> | | |
| John S. Clarkeson | 229,602,325.56 | 96.10 | 72.34 | 9,325,197.91 | 3.90 | 17,172.08 | 39,170,886.00 |
| Cotton M. | | | | | | | |
| Cleveland | 233,865,848.00 | 97.88 | 73.68 | 5,061,675.47 | 2.12 | 17,172.08 | 39,170,886.00 |
| Sanford Cloud, Jr. | 227,055,186.79 | 95.03 | 71.53 | 11,872,336.68 | 4.97 | 17,172.08 | 39,170,886.00 |
| James S. DiStasio | 229,799,930.46 | 96.18 | 72.40 | 9,127,593.01 | 3.82 | 17,172.08 | 39,170,886.00 |
| Francis A. Doyle | 234,998,216.34 | 98.36 | 74.04 | 3,929,307.13 | 1.64 | 17,172.08 | 39,170,886.00 |
| Charles K. Gifford | 229,574,397.57 | 96.09 | 72.33 | 9,353,125.90 | 3.91 | 17,172.08 | 39,170,886.00 |
| Paul A. La Camera | 234,801,075.68 | 98.27 | 73.98 | 4,126,447.79 | 1.73 | 17,172.08 | 39,170,886.00 |
| Kenneth R. Leibler | 235,111,847.95 | 98.40 | 74.07 | 3,815,675.52 | 1.60 | 17,172.08 | 39,170,886.00 |
| Thomas J. May | 230,289,118.96 | 96.38 | 72.55 | 8,638,404.51 | 3.62 | 17,172.08 | 39,170,886.00 |
| William C. Van | | | | | | | |
| Faasen | 229,826,061.14 | 96.19 | 72.41 | 9,101,462.33 | 3.81 | 17,172.08 | 39,170,886.00 |
| Frederica M. | | | | | | | |
| Williams | 234,797,280.92 | 98.27 | 73.97 | 4,130,242.18 | 1.73 | 17,172.45 | 39,170,886.00 |
| Dennis R. Wraase | 229,582,594.77 | 96.09 | 72.33 | 9,344,928.70 | 3.91 | 17,172.08 | 39,170,886.00 |

(2)

The shareholders approved the proposal to amend our Declaration of Trust to change the legal name of the Company from Northeast Utilities to Eversource Energy :

| | Votes Cast For | | | Votes Cast Against | | |
|--|----------------|-------------|---------------|--------------------|----------------|--|
| | | % of | | % of | | |
| | | Votes | | Votes | | |
| <u>Proposal</u> | <u>Number</u> | <u>Cast</u> | <u>Number</u> | <u>Cast</u> | <u>Abstain</u> | |
| Approval to amend our Declaration of Trust to change the legal name of the Company | 268,912,335.43 | 96.69 | 6,988,250.41 | 2.51 | 2,214,995.71 | |

(3)

The shareholders approved, on an advisory basis, the compensation of the Company's 2014 Named Executive Officers:

| | Votes Cast For | | | Votes Cast Against | | | Broker |
|---|----------------|-------------------|---------------|--------------------|----------------|------------------|--------|
| | | % of | | % of | | | |
| | | Votes <u>Cast</u> | | Votes <u>Cast</u> | <u>Abstain</u> | <u>Non-Votes</u> | |
| <u>Proposal</u> | <u>Number</u> | <u>Cast</u> | <u>Number</u> | <u>Cast</u> | <u>Abstain</u> | <u>Non-Votes</u> | |
| Advisory approval of executive compensation | 219,737,660.91 | 91.96 | 15,313,009.45 | 6.41 | 3,894,025.19 | 39,170,886.00 | |

(4)

The shareholders ratified the selection of Deloitte & Touche LLP as independent registered public accountants for 2015:

| | Votes Cast For | | Votes Cast Against | | |
|--|----------------|-------------|--------------------|-------------|----------------|
| | | % of | | % of | |
| | | Votes | | Votes | |
| <u>Proposal</u> | <u>Number</u> | <u>Cast</u> | <u>Number</u> | <u>Cast</u> | <u>Abstain</u> |
| Ratification of appointment of independent registered public accounting firm | 271,063,877.87 | 97.47 | 4,572,922.09 | 1.64 | 2,478,781.59 |

Section 9

Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits.

Exhibit

| <u>Number</u> | <u>Description</u> |
|---------------|-----------------------------------|
| Exhibit 3.1 | Amendment to Declaration of Trust |

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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.

EVERSOURCE ENERGY

(Registrant)

April 29, 2015

By:

/S/ GREGORY B. BUTLER

Gregory B. Butler

Senior Vice President and General Counsel

EXHIBIT INDEX

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