

PATTERN ENERGY GROUP INC.

FORM 8-K (Current report filing)

Filed 06/07/18 for the Period Ending 06/07/18

| | |
|-------------|---|
| Address | PIER 1 BAY 3 SAN FRANCISCO, CA, 94111 |
| Telephone | (415) 283-4000 |
| CIK | 0001561660 |
| Symbol | PEGI |
| SIC Code | 4911 - Electric Services |
| Industry | Independent Power Producers |
| Sector | Utilities |
| Fiscal Year | 12/31 |

**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): June 6, 2018

PATTERN ENERGY GROUP INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-36087
(Commission
File Number)**

**90-0893251
(IRS Employer
Identification Number)**

**Pier 1, Bay 3
San Francisco, CA 94111
(Address and zip code of principal executive offices)**

**(415) 283-4000
(Registrant's telephone number, including area code)**

**Not Applicable
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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.

The Company held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) on Wednesday, June 6, 2018. A total of 63,281,018 shares of the Company’s Class A common stock (the “Common Stock”), representing approximately 64.51% of such shares outstanding and eligible to vote, were represented in person or by valid proxies at the Annual Meeting, constituting a quorum.

The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: The following seven nominee directors were elected to serve until the 2019 Annual Meeting of Stockholders by the votes set forth in the table below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------------|------------|----------------|----------------|-------------------------|
| Alan R. Batkin | 61,983,760 | 1,177,829 | 119,429 | — |
| Patricia S. Bellinger | 62,210,351 | 961,817 | 108,850 | — |
| The Lord Browne of Madingley | 61,959,381 | 1,197,914 | 123,723 | — |
| Michael M. Garland | 61,971,728 | 1,172,520 | 136,770 | — |
| Douglas G. Hall | 62,363,860 | 794,773 | 122,385 | — |
| Michael B. Hoffman | 62,748,764 | 413,265 | 118,989 | — |
| Patricia M. Newson | 62,528,734 | 642,971 | 109,313 | — |

Proposal 2: Stockholders of the Company, on an advisory and non-binding basis, voted to approve the compensation of the Company’s named executive officers as disclosed in the 2018 proxy statement. Votes cast were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 52,241,751 | 10,598,415 | 440,852 | — |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Pattern Energy Group Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 7, 2018

PATTERN ENERGY GROUP INC.

By: /s/ Kim H. Liou

Name: Kim H. Liou

Title: Secretary