

AES CORP  
Form 8-K  
April 22, 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 18, 2019

THE AES CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware                                      001-12291    54-1163725  
(State or other jurisdiction    Commission    (IRS Employer  
of incorporation)                      File Number    Identification No.)

4300 Wilson Boulevard, Suite 1100                      22203  
Arlington, Virginia  
(Address of principal executive offices)    (Zip code)  
(703) 522-1315  
(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 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.

On April 18, 2019, the Company held its Annual Meeting in Arlington, Virginia. The results of the matters voted on at the Annual Meeting are provided below.

Proposal 1: The election of nine directors to hold office for a one-year term expiring at the annual meeting in 2020 and until their respective successors are elected and qualified:

| Director Name         | For         | Withhold/<br>Against | Broker<br>Non-Votes | Abstained | Uncast |
|-----------------------|-------------|----------------------|---------------------|-----------|--------|
| Janet G. Davidson     | 554,168,069 | 3,032,819            | 35,204,860          | 639,160   | 0      |
| Andrés R. Gluski      | 549,513,361 | 7,599,857            | 35,204,860          | 726,830   | 0      |
| Charles L. Harrington | 549,048,379 | 8,077,359            | 35,204,860          | 713,117   | 1,193  |
| Tarun Khanna          | 545,636,932 | 11,478,644           | 35,204,860          | 724,472   | 0      |
| Holly K. Koepfel      | 546,598,684 | 10,621,520           | 35,204,860          | 619,844   | 0      |
| James H. Miller       | 552,261,131 | 4,926,786            | 35,204,860          | 652,131   | 0      |
| Alain Monie           | 548,967,689 | 8,145,740            | 35,204,860          | 726,619   | 0      |
| John B. Morse, Jr.    | 542,018,710 | 14,908,680           | 35,204,860          | 912,658   | 0      |
| Moisés Naím           | 548,874,163 | 8,249,131            | 35,204,860          | 716,754   | 0      |
| Jeffrey W. Ubben      | 556,330,839 | 793,409              | 35,204,860          | 715,800   | 0      |

Proposal 2: The consideration of a nonbinding advisory vote on executive compensation.

For: 526,436,359  
 Against: 26,026,469  
 Abstained: 5,377,220  
 Broker Non-Votes: 35,204,860

Proposal 3: The ratification of Ernst & Young LLP as AES' Independent Registered Public Accounting Firm for the year 2019.

For: 580,666,809  
 Against: 11,735,932  
 Abstained: 642,167  
 Broker Non-Votes: 0

Floor Proposal: A stockholder floor proposal requesting the Board to publish a report regarding the Company's global climate-related activities that are voluntary and exceed governmental regulatory requirements was withdrawn by the stockholder proponent prior to the Annual Meeting.



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.

THE AES CORPORATION  
(Registrant)

Date: April 22, 2019    By: /s/ Paul L. Freedman  
Senior Vice President, General Counsel and Secretary