

CONSOLIDATED EDISON INC

Form 8-K

May 24, 2018

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): May 21, 2018

Consolidated Edison, Inc.

(Exact name of registrant as specified in its charter)

New York                      1-14514              13-3965100  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

4 Irving Place, New York, New York      10003  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

Consolidated Edison Company of New York, Inc.

(Exact name of registrant as specified in its charter)

New York                      1-1217              13-5009340  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)              File Number) Identification No.)

4 Irving Place, New York, New York      10003  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 460-4600

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))

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.

CON EDISON

At the Annual Meeting of Stockholders of Consolidated Edison, Inc. (“Con Edison”) on May 21, 2018, Con Edison’s (a) stockholders voted to elect the members of its Board of Directors; to ratify the appointment of its independent accountants; and to approve, on an advisory basis, named executive officer compensation.

The name of each director elected, the number of shares voted for or against each director and the number of (b) abstentions as to each director were as shown in the following table. Not included in such amounts are 76,462,406 shares that were broker non-votes.

| Name                    | For         | Against    | Abstentions |
|-------------------------|-------------|------------|-------------|
| George Campbell, Jr.    | 173,416,799 | 10,663,856 | 931,790     |
| Ellen V. Futter         | 179,830,498 | 4,310,480  | 871,467     |
| John F. Killian         | 182,051,798 | 2,048,949  | 910,527     |
| John McAvoy             | 172,495,315 | 7,997,543  | 4,517,568   |
| William J. Mulrow       | 182,482,520 | 1,587,805  | 940,121     |
| Armando J. Olivera      | 182,532,202 | 1,523,003  | 957,240     |
| Michael W. Ranger       | 178,356,264 | 5,730,046  | 926,135     |
| Linda S. Sanford        | 182,461,004 | 1,675,096  | 876,345     |
| Deirdre Stanley         | 182,539,556 | 1,551,751  | 920,855     |
| L. Frederick Sutherland | 180,255,454 | 3,853,397  | 903,594     |

The results of the vote to ratify the appointment of PricewaterhouseCoopers LLP as Con Edison’s independent (c) accountants for 2018 were as follows: 250,135,662 shares were voted for this proposal; 9,892,838 shares were voted against the proposal; and 1,446,184 shares were abstentions.

The results of the advisory vote to approve named executive officer compensation were as follows: 171,731,491 (d) shares were voted for this proposal; 11,059,822 shares were voted against the proposal; 2,221,132 shares were abstentions and 76,462,406 shares were broker non-votes.

CECONY

At the Annual Meeting of Stockholders of Consolidated Edison Company of New York, Inc. (“CECONY”) on May 21, 2018, all 235,488,094 outstanding shares of CECONY’s common stock, which are owned by Con Edison, were voted to elect as the members of CECONY’s Board of Trustees the same persons who, as indicated above, were elected as members of Con Edison’s Board of Directors.

SIGNATURES

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

CONSOLIDATED EDISON,  
INC.

CONSOLIDATED EDISON  
COMPANY OF NEW YORK,  
INC.

By /s/ Robert Muccilo  
Robert Muccilo  
Vice President and Controller  
Date: May 24, 2018