

AMEREN CORP
Form 8-K
April 24, 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 23, 2015

Exact Name of Registrant as

Specified in Charter;

State of Incorporation;

Address and Telephone

IRS Employer Identification

Commission File Number
1-14756

Number
Ameren Corporation

Number
43-1723446

(Missouri corporation)

1901 Chouteau Avenue

St. Louis, Missouri 63103

(314) 621-3222

1-2967

Union Electric Company

43-0559760

(Missouri corporation)

1901 Chouteau Avenue

St. Louis, Missouri 63103

(314) 621-3222

1-3672

Ameren Illinois Company

37-0211380

(Illinois corporation)

6 Executive Drive

Collinsville, IL 62234

(618) 343-8150

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))

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of each of Ameren Corporation (Ameren), Union Electric Company, doing business as Ameren Missouri (Ameren Missouri) and Ameren Illinois Company, doing business as Ameren Illinois (Ameren Illinois), held on April 23, 2015 (Annual Meeting), the matters listed below were submitted to a vote of each company s respective shareholders.

Ameren

Item (1): Election of Directors

At Ameren s Annual Meeting, the following individuals (comprising Ameren s full Board of Directors) were elected:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------------|-----------------------|-------------------------|
| Warner L. Baxter | 157,766,326 | 8,218,870 | 32,808,088 |
| Catherine S. Brune | 163,872,608 | 2,112,588 | 32,808,088 |
| J. Edward Coleman | 163,496,763 | 2,488,433 | 32,808,088 |
| Ellen M. Fitzsimmons | 162,800,414 | 3,184,782 | 32,808,088 |
| Walter J. Galvin | 162,740,067 | 3,245,129 | 32,808,088 |
| Richard J. Harshman | 163,344,094 | 2,641,102 | 32,808,088 |
| Gayle P. W. Jackson | 163,649,994 | 2,335,202 | 32,808,088 |
| James C. Johnson | 163,569,045 | 2,416,151 | 32,808,088 |
| Steven H. Lipstein | 163,250,923 | 2,734,273 | 32,808,088 |
| Stephen R. Wilson | 163,813,322 | 2,171,874 | 32,808,088 |
| Jack D. Woodard | 163,769,831 | 2,215,365 | 32,808,088 |

Item (2): Non-Binding Advisory Approval of Executive Compensation

| Vote Result | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|------------------|----------------------|--------------------|-------------------------|
| Approved | 156,809,760 | 7,256,910 | 1,918,526 | 32,808,088 |

Item (3): Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2015

| Vote Result | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|------------------|----------------------|--------------------|-------------------------|
| Approved | 193,993,981 | 3,470,757 | 1,328,546 | |

Item (4): Shareholder Proposal Regarding Having an Independent Board Chairman

| Vote Result | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|------------------|----------------------|--------------------|-------------------------|
| Not Approved | 36,903,916 | 126,787,809 | 2,293,471 | 32,808,088 |

Item (5): Shareholder Proposal Regarding a Report on Lobbying

| Vote Result | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|------------------|----------------------|--------------------|-------------------------|
| Not Approved | 57,419,627 | 82,663,188 | 25,902,381 | 32,808,088 |

Item (6): Shareholder Proposal Regarding Adopting Executive Compensation Incentives for Carbon Reduction

| Vote Result | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------|------------------|----------------------|--------------------|-------------------------|
| Not Approved | 11,101,213 | 126,758,667 | 28,125,316 | 32,808,088 |

Ameren Missouri

Item (1): Election of Directors

At Ameren Missouri's Annual Meeting, the following individuals (comprising Ameren Missouri's full Board of Directors) were elected: Daniel F. Cole, Fadi M. Diya, Martin J. Lyons, Jr., Michael L. Moehn, and Gregory L. Nelson. Each individual received 102,123,834 votes for election and no withheld votes, abstentions or broker non-votes.

Ameren Illinois

Item (1): Election of Directors

At Ameren Illinois' Annual Meeting, the following individuals (comprising Ameren Illinois' full Board of Directors) were elected: Daniel F. Cole, Martin J. Lyons, Jr., Richard J. Mark, Craig D. Nelson and Gregory L. Nelson. Each individual received 25,452,373 votes for election and no withheld votes, abstentions or broker non-votes.

This combined Form 8-K is being filed separately by Ameren Corporation, Union Electric Company and Ameren Illinois Company (each a registrant). Information contained herein relating to any individual registrant has been filed by such registrant on its own behalf. No registrant makes any representation as to information relating to any other registrant.

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 thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

AMEREN CORPORATION
(Registrant)

By: /s/ Gregory L. Nelson
Name: Gregory L. Nelson
Title: Senior Vice President, General Counsel
and Secretary

UNION ELECTRIC COMPANY
(Registrant)

By: /s/ Gregory L. Nelson
Name: Gregory L. Nelson
Title: Senior Vice President, General Counsel
and Secretary

AMEREN ILLINOIS COMPANY
(Registrant)

By: /s/ Gregory L. Nelson
Name: Gregory L. Nelson
Title: Senior Vice President, General Counsel
and Secretary

Date: April 24, 2015