

NISOURCE INC/DE  
Form 8-K  
May 12, 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): May 12, 2015**

**NiSource Inc.**

**(Exact name of registrant as specified in charter)**

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

**001-16189**  
**(Commission**  
  
**file number)**

**35-2108964**  
**(IRS Employer**  
  
**Identification No.)**

**801 East 86th Avenue**

**Merrillville, Indiana**  
**(Address of principal executive offices)**

**46410**  
**(Zip Code)**

**Registrant's telephone number, including area code: (877) 647-5990**

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.**

On May 12, 2015, NiSource Inc. (the *Company*) held its Annual Meeting of Stockholders (the *Annual Meeting*). Set forth below are the matters acted upon by the stockholders of the Company at the Annual Meeting as described in the Company's Proxy Statement filed on April 7, 2015, and the final voting results for each matter.

*Proposal 1: Election of Directors.* The number of votes cast for and against each nominee, as well as the number of abstentions and broker non-votes, were as follows:

| Name of Nominee       | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|---------------|-------------|------------------|
| Richard A. Abdo       | 249,786,446 | 2,483,423     | 1,246,476   | 22,518,759       |
| Aristides S. Candris  | 250,243,223 | 1,946,767     | 1,326,354   | 22,518,759       |
| Sigmund L. Cornelius  | 249,781,958 | 2,479,699     | 1,254,688   | 22,518,759       |
| Michael E. Jesanis    | 250,228,989 | 2,051,678     | 1,235,678   | 22,518,759       |
| Marty R. Kittrell     | 250,520,375 | 1,731,260     | 1,264,710   | 22,518,759       |
| W. Lee Nutter         | 249,982,713 | 2,346,702     | 1,186,930   | 22,518,759       |
| Deborah S. Parker     | 249,251,711 | 2,977,027     | 1,287,607   | 22,518,759       |
| Robert C. Skaggs, Jr. | 250,336,188 | 2,066,031     | 1,114,126   | 22,518,759       |
| Teresa A. Taylor      | 249,501,511 | 2,777,121     | 1,237,713   | 22,518,759       |
| Richard L. Thompson   | 248,504,692 | 3,767,236     | 1,244,417   | 22,518,759       |
| Carolyn Y. Woo        | 247,979,566 | 4,419,927     | 1,116,852   | 22,518,759       |

Each nominee, having received more votes in favor of his or her election than against election, was elected.

*Proposal 2: Advisory Approval of Executive Compensation.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 243,757,879 | 7,980,834     | 1,777,632   |

There were 22,518,759 broker non-votes as to Proposal 2.

Proposal 2, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved on an advisory basis.

*Proposal 3: Ratification of Independent Registered Public Accountants.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 269,756,838 | 5,148,110     | 1,130,156   |



There were no broker non-votes as to Proposal 3.

Proposal 3, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved.

*Proposal 4: Amendment of the Company's Certificate of Incorporation to give stockholders the power to request special meetings of the stockholders.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 249,949,223 | 2,469,778     | 1,097,344   |

There were 22,518,759 broker non-votes as to Proposal 4.

Proposal 4, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved.

*Proposal 5: Amendment of the Company's Certificate of Incorporation to reduce the minimum number of Company directors from nine to seven.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 250,299,509 | 2,137,207     | 1,079,633   |

There were 22,518,759 broker non-votes as to Proposal 5.

Proposal 5, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved.

*Proposal 6: Re-Approval of the Company's 2010 Omnibus Incentive Plan pursuant to Section 162(m) of the Internal Revenue Code.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 241,576,415 | 10,054,743    | 1,885,187   |

There were 22,518,759 broker non-votes as to Proposal 6.

Proposal 6, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved.

*Proposal 7: Approval of an Amendment to the Company's Employee Stock Purchase Plan to increase the maximum number of shares available under the plan.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For   | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 247,596,365 | 3,322,836     | 2,597,144   |

There were 22,518,759 broker non-votes as to Proposal 7.

Proposal 7, having received the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was approved.

*Proposal 8: Stockholder Proposal Regarding Reports on Political Contributions.* The number of votes cast for and against this matter, as well as the number of abstentions, were as follows:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 91,048,017 | 113,480,019   | 48,988,309  |

There were 22,518,759 broker non-votes as to Proposal 8.

Proposal 8, having failed to receive the affirmative vote of the holders of at least a majority of the shares of common stock present or represented by proxy and entitled to vote at the Annual Meeting, was not approved.

#### **Item 7.01 Regulation FD Disclosure.**

On May 12, 2015, the Company issued a press release announcing its intention for the Company and Columbia Pipeline Group, Inc. to pay shareholders an initial combined quarterly common stock dividend of 28 cents per share following the previously announced separation of the two companies. The Company's press release announcing the dividend increase is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

| <b>Exhibit Number</b> | <b>Description</b>                   |
|-----------------------|--------------------------------------|
| 99.1                  | Press Release issued on May 12, 2015 |

**SIGNATURES**

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.

**NISOURCE INC.**

May 12, 2015

By: /s/ Robert E. Smith  
Robert E. Smith  
Vice President and Corporate Secretary

**EXHIBIT INDEX**

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