

NSTAR/MA
Form 425
March 04, 2011

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): **March 4, 2011**

NORTHEAST UTILITIES

(Exact name of registrant as specified in its charter)

Massachusetts

001-5324

04-2147929

(State or other jurisdiction)

of organization)

(Commission File Number)

(I.R.S. Employer

Identification No.)

**One Federal Street, Building
111-4**

Springfield, Massachusetts

01105

(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: **(860) 665-5000**

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):

p

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))

Section 5

Corporate Governance and Management

Item 5.07

Submission of Matters to a Vote of Security Holders.

On March 4, 2011, Northeast Utilities held a special meeting of shareholders (the Special Meeting) in connection with the Agreement and Plan of Merger, dated as of October 16, 2010, as amended on November 1, 2010 and December 16, 2010, by and among Northeast Utilities, Northeast Utilities Holding Energy 1 LLC, Northeast Utilities Holding Energy 2 LLC and NSTAR (the Merger Agreement). The proposals submitted to shareholders of Northeast Utilities at the Special Meeting were as follows:

Proposal 1: Adopt the Merger Agreement and approve the merger, and to issue Northeast Utilities common shares to NSTAR shareholders pursuant to the merger.

Proposal 2: Increase the number of Northeast Utilities common shares authorized for issuance.

Proposal 3: Fix the number of trustees of the Northeast Utilities board of trustees at 14.

Each proposal is described in detail in the joint proxy statement/prospectus filed with the Securities and Exchange Commission on January 5, 2011.

The voting results for each proposal, including the numbers of votes cast for, against or withheld, and the number of abstentions and broker non-votes, are set forth below. The shareholders voted to approve Proposals 1, 2 and 3. In connection with the Special Meeting, Northeast Utilities also solicited proxies with respect to the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies. As there were sufficient votes from Northeast Utilities shareholders to approve Proposals 1, 2 and 3, adjournment of the Special Meeting to solicit additional proxies was unnecessary and the adjournment proposal was not submitted to Northeast Utilities shareholders for approval at the Special Meeting.

Proposal 1:

Adopt the Merger Agreement and approve the merger, and to issue Northeast Utilities common shares to the NSTAR shareholders pursuant to the merger

<u>Votes For</u>
<u>Votes Against</u>
<u>Abstentions</u>
<u>Broker Non-Votes</u>
140,165,555
2,520,727
540,096
*

Proposal 2:

Increase the number of Northeast Utilities common shares

<u>Votes For</u>
<u>Votes Against</u>
<u>Abstentions</u>
<u>Broker Non-Votes</u>
139,962,176
2,552,967
711,236
*

Proposal 3:

Fix the number of trustees of the Northeast Utilities board of trustees at 14

Votes For

Votes Against

Abstentions

Broker Non-Votes

138,278,746

4,210,460

737,176

*

* These were no Broker Non-Votes because all three proposals were non-discretionary.

Section 8

Other Events

Item 8.01

Other Events.

On March 4, 2011, Northeast Utilities issued a news release announcing the results of the Special Meeting. The news release is attached as Exhibit 99.1 and is incorporated herein by reference.

Section 9

Financial Statements and Exhibits

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits.

Description	Exhibit Number
News release, dated March 4, 2011, issued by Northeast Utilities announcing the Special Meeting results.	99.1

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SIGNATURE

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

NORTHEAST UTILITIES

(Registrant)

March 4, 2011

By:

/S/ JAY S. BUTH

Jay S. Buth

Vice President-Accounting and Controller