

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
April 23, 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 21, 2015**

**PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED**

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

**New Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-09120**  
**(Commission**

**File Number)**  
**80 Park Plaza, P.O. Box 1171**

**22-2625848**  
**(I.R.S. Employer**

**Identification No.)**

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**Newark, New Jersey 07101-1171**

**(Address of principal executive offices) (Zip Code)**

**973-430-7000**

**(Registrant's telephone number, including area code)**

**<http://www.pseg.com>**

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Our Annual Meeting of Stockholders was held on April 21, 2015. Proxies for the meeting were solicited by us pursuant to Regulation 14A under the Securities Act of 1934. There was no solicitation of proxies in opposition to management's nominees as listed in the proxy statement.

All of management's nominees were elected to the Board of Directors.

The advisory vote on executive compensation was approved.

The appointment of Deloitte & Touche LLP as Independent Auditor was ratified.

Final results of the voting are provided below:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Proposal 1:</b>				
Election of Directors				
<b>Terms expiring in 2016</b>				
Albert R. Gamper, Jr.	369,494,100	6,496,968	3,316,961	69,204,024
William V. Hickey	370,521,445	6,253,541	2,533,043	69,204,024
Ralph Izzo	350,195,759	23,010,774	6,101,496	69,204,024
Shirley Ann Jackson	343,858,411	32,868,030	2,581,588	69,204,024
David Lilley	374,573,603	2,096,869	2,637,557	69,204,024
Thomas A. Renyi	368,004,701	8,674,559	2,628,769	69,204,024
Hak Cheol Shin	374,535,711	2,129,475	2,642,843	69,204,024
Richard J. Swift	345,672,712	30,268,609	3,366,708	69,204,024
Susan Tomasky	374,018,786	2,759,622	2,529,621	69,204,024
Alfred W. Zollar	373,698,228	2,887,811	2,721,990	69,204,024
<b>Proposal 2:</b>				
Advisory Vote on the Approval of Executive Compensation	353,694,934	21,278,316	4,334,779	69,204,024
<b>Proposal 3:</b>				
Ratification of Appointment of Deloitte & Touche LLP as Independent Auditor	438,876,256	6,643,634	2,992,163	N/A

**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 thereunto duly authorized.

**PUBLIC SERVICE ENTERPRISE GROUP**  
**INCORPORATED**  
(Registrant)

By:            /s/   Stuart J. Black  
                       Stuart J. Black  
                       Vice President and Controller  
                       (Principal Accounting Officer)

Date: April 23, 2015