

EDISON INTERNATIONAL  
Form DEF 14A  
March 17, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant [X]  
Filed by a Party other than the Registrant [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement  
[ ] **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
[X] Definitive Proxy Statement  
[ ] Definitive Additional Materials  
[ ] Soliciting Material Pursuant to §240.14a-12

**Edison International**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.  
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
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- 1) Amount Previously Paid:
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Mailing address of the executive offices:  
2244 Walnut Grove Avenue  
Rosemead, California 91770

**LETTER TO OUR SHAREHOLDERS**

**March 17, 2017**

Dear Fellow Shareholder:

We are pleased to invite you to attend the Edison International and Southern California Edison Company Annual Meeting of Shareholders to be held on Thursday, April 27, 2017, at 9:00 a.m., Pacific Time, at the Hilton Los Angeles/San Gabriel Hotel, 225 West Valley Blvd., San Gabriel, California 91776.

**Proxy Highlights**

The Proxy Statement includes information about our corporate governance and executive compensation program. In particular, we would like to direct your attention to the following matters discussed in the Proxy Statement:

- The key qualifications, experience and diversity of our director nominees (pages 1-7);
- Our key corporate governance attributes (page 2);
- Our leadership transition and separation of the Chair and Chief Executive Officer roles (pages 2 and 9);
- Our Board oversight of cybersecurity and environmental and social issues (page 10); and
- Our engagement with major shareholders on our corporate governance, executive compensation and business strategy (pages 2 and 27).

**Your Vote is Important**

The proxy materials are being mailed or provided to you via the Internet beginning on March 17, 2017. We hope that you will participate in the Annual Meeting by attending and/or voting. You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of proxy materials or Proxy Card that you received in the mail.

If you receive more than one copy of the Notice or more than one Proxy Card, it means your shares are held in more than one account. You should vote the shares in all of your accounts. **Please note that to vote your shares by Internet or telephone you will need the control number on your Notice or Proxy Card.**

Your vote is very important to us and to our business. If you vote by Internet or telephone, please cast your vote by the April 26 deadline (April 25 for shares held in the Edison 401(k) Savings Plan).

Thank you very much for your continued interest in our business.

Sincerely,

**William P. Sullivan**  
*Chair of the Board*  
Edison International

**Pedro J. Pizarro**  
*President and Chief Executive Officer*  
Edison International

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**NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS**

**Meeting Information**

Date:	Thursday, April 27, 2017
Time:	9:00 a.m., Pacific Time
Location:	Hilton Los Angeles/San Gabriel Hotel 225 West Valley Blvd. San Gabriel, California 91776

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on April 27, 2017:**

The Proxy Statement and Annual Report are available at [www.edison.com/annualmeeting](http://www.edison.com/annualmeeting).

Directions to the Annual Meeting and information on how to vote your proxy are included in the Proxy Statement.

Items To Be Voted On		By Edison International ( EIX ) Shareholders	By Southern California Edison Company ( SCE ) Shareholders	Board Recommendation
1	Election of Directors	9 Nominees	10 Nominees	
	Vanessa C.L. Chang			For
	Louis Hernandez, Jr.			For
	James T. Morris			For
	Kevin M. Payne			For
	Pedro J. Pizarro			For
	Linda G. Stuntz			For
	William P. Sullivan			For
	Ellen O. Tauscher			For
	Peter J. Taylor			For
	Brett White			For
2	Ratification of the Appointment of the Independent Registered Public Accounting Firm			For
3	Advisory Vote to Approve the Company's Executive Compensation			For
4	Advisory Vote on the Frequency of Say-on-Pay Votes			1 Year
5	Shareholder Proposal Regarding Shareholder Proxy Access Reform			Against

EIX and SCE shareholders may also vote on any other matters properly brought before the meeting.

**RECORD DATE**

Only shareholders at the close of business on March 3, 2017 are entitled to receive notice of and to vote at the Annual Meeting.

**SOLICITATION OF PROXIES**

The EIX and SCE Boards of Directors are soliciting proxies from you for use at the Annual Meeting, or at any adjournment or postponement of the meeting. Proxies allow designated individuals to vote on your behalf at the Annual Meeting.

**Dated: March 17, 2017**

For the Boards of Directors,

**Barbara E. Mathews**

*Vice President, Associate General Counsel,  
Chief Governance Officer and Corporate Secretary*  
Edison International  
Southern California Edison Company

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The information below is presented to assist shareholders in reviewing the proposals to be voted on at the Annual Meeting. For more complete information about these topics, please review the Company's complete Proxy Statement and Annual Report.

**Our Business, Strategy, and Financial Highlights**

EIX's core business is conducted by its subsidiary SCE, a rate-regulated electric utility that supplies electric energy to approximately 15 million people in a 50,000 square-mile area of southern California. Our mission is to safely provide customers reliable, affordable and clean electricity. Our strategy has three key elements:

Invest in our infrastructure to maintain a safe and reliable transmission and distribution network.

Modernize the electric grid to enable increased penetration of distributed energy resources to support California's climate change and greenhouse gas reduction objectives and empower our customers to make new energy technology choices.

Promote operational and service excellence to enhance performance in the areas of safety, reliability, customer satisfaction, and cost.

This strategy is intended to provide a foundation for long-term sustainable growth and shareholder value.

Significant results for EIX include:

2016 consolidated core earnings of \$3.97 per share exceeded our goal of \$3.91 per share;

One-year (2016) total shareholder return (TSR) of 24.9% exceeded the Philadelphia Utility Index, which had a TSR of 17.4%;

Three-year (2014-2016) TSR of 68.6% exceeded the Philadelphia Utility Index TSR of 41.9%;

Five-year (2012-2016) TSR of 99.8% exceeded the Philadelphia Utility Index TSR of 56.6%; and

Annual dividend rate has grown from \$1.30 per share in 2012 to \$2.17 per share in 2017.

**Our Director Nominees**

Our director nominees reflect the diversity of ethnicity, gender, skills, background and qualifications valued by our Board. The range of tenure on our Board brings a variety of perspectives to strategic, financial and operational deliberations.

Name	Director Since	Industry Experience	Ethnicity/ Gender	Independent	Committee Memberships	Other Public Co. Boards	Mandatory Retirement Date
Vanessa C.L. Chang	2007	Accounting/ Real Estate	Asian/ Female	Yes	Audit Compensation	3	2025
Louis Hernandez, Jr.	2016	Multimedia/ Technology	Hispanic/ Male	Yes	Audit FOSO	1	2038
James T. Morris	2016	Insurance	White/ Male	Yes	Audit Compensation	1	2032
Kevin M. Payne (SCE Nominee Only)	2016	Electric Utilities	White/ Male	No	None	0	N/A
Pedro J. Pizarro	2014	Electric Utilities	Hispanic/ Male	No	None	0	N/A
Linda G. Stuntz	2014	Law	White/ Female	Yes	FOSO Governance	1	2027
William P. Sullivan (EIX Chair)	2015	Information Technology/ Biotechnology	White/ Male	Yes	FOSO Governance	1	2022
Ellen O. Tauscher	2013	Government/ Finance	White/ Female	Yes	Audit FOSO	2	2024
Peter J. Taylor	2011	Finance	African/ American/ Male	Yes	Audit Compensation	0	2031
Brett White	2007	Commercial Real Estate	White/ Male	Yes	Compensation Governance	0	2032

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*Audit = Audit Committee*

*Compensation = Compensation and Executive Personnel Committee*

*FOSO = Finance, Operations and Safety Oversight Committee*

*Governance = Nominating/Corporate Governance Committee*

**2017 Proxy Statement 1**

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**Our Corporate Governance Attributes**

<b>Board Characteristics</b>	Average Age of EIX Director Nominees	59
	Average Tenure of EIX Director Nominees (Number of Years)	4
	Percentage of EIX Director Nominees Who Are Independent	89%
	Percentage of EIX Director Nominees Who Are Female	33%
	Percentage of EIX Director Nominees From Diverse Ethnic Backgrounds	44%
<b>Board Oversight</b>	Independent Chair of the EIX Board	
	Independent Directors Meet Regularly Without Management Present	
	Key Board Committees Composed Solely of Independent Directors	
	Board Oversight of Key Enterprise Risks, Including Cybersecurity	
	Board Oversight of Political Contributions	
	Annual Board and Committee Evaluations	
	Majority of Executive Compensation At Risk and Aligned with Shareholder Interests	
<b>Executive Compensation</b>	Quantitative Targets for Most Annual Incentive Plan Goals	
	Incentive Compensation Clawback Policy	
	Anti-Hedging and Anti-Pledging Policies	
	Stock Ownership Guidelines for Directors and Executive Officers	
	Stock Holding Requirements for Executive Officers	
<b>Shareholder Rights</b>	Annual Election of Directors	
	Majority Voting for Directors in Uncontested Elections	
	Threshold for Shareholders to Call Special Meetings	10%
	Shareholder Ability to Act By Written Consent	
	Annual Advisory Vote on Executive Compensation	