

INTEGRYS ENERGY GROUP, INC.

Form 8-K

May 19, 2014

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: May 15, 2014

(Date of earliest event reported)

| Commission File Number | Registrant; State of Incorporation Address; and Telephone Number | IRS Employer Identification No. |
|---------------------------|--|------------------------------------|
| 1-11337 | INTEGRYS ENERGY GROUP, INC. (A Wisconsin Corporation) 200 East Randolph Street Chicago, Illinois 60601-6207 (312) 228-5400 | 39-1775292 |

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 15, 2014, the Company held its 2014 Annual Meeting of Shareholders. At the Annual Meeting, the Company's shareholders voted on the following proposals:

- 1) The election of 11 directors to the Company's Board of Directors for a one-year term to expire at the Company's 2015 Annual Meeting of Shareholders;
- 2) The approval of a non-binding advisory resolution to approve the compensation of the Company's named executive officers;
- 3) The approval of the Integrys Energy Group, Inc. 2014 Omnibus Incentive Compensation Plan; and
- 4) The ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company and its subsidiaries for the year ending December 31, 2014.

The nominees named below were elected as directors at the Annual Meeting by the following final votes cast:

| Name of Nominee | For | Withheld | Broker Non-Vote |
|-------------------------------|------------|-----------|-----------------|
| William J. Brodsky | 44,814,332 | 1,632,961 | 15,620,263 |
| Albert J. Budney, Jr. | 45,273,353 | 1,173,940 | 15,620,263 |
| Ellen Carnahan | 45,159,973 | 1,287,320 | 15,620,263 |
| Michelle L. Collins | 45,579,797 | 867,496 | 15,620,263 |
| Kathryn M. Hasselblad-Pascale | 44,770,971 | 1,676,322 | 15,620,263 |
| John W. Higgins | 44,998,377 | 1,448,916 | 15,620,263 |
| Paul W. Jones | 45,755,729 | 691,564 | 15,620,263 |
| Holly Keller Koeppel | 45,757,420 | 689,873 | 15,620,263 |
| Michael E. Lavin | 45,002,734 | 1,444,559 | 15,620,263 |
| William F. Protz, Jr. | 45,201,998 | 1,245,295 | 15,620,263 |
| Charles A. Schrock | 44,322,014 | 2,125,279 | 15,620,263 |

Shareholders approved, by a non-binding advisory vote, the compensation of the Company's named executive officers by the following final votes cast:

| For | Against | Abstained | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 43,132,018 | 2,147,375 | 1,167,900 | 15,620,263 |

Shareholders approved the Integrys Energy Group, Inc. 2014 Omnibus Incentive Compensation Plan by the following final votes cast:

| For | Against | Abstained | Broker Non-Vote |
|------------|-----------|-----------|-----------------|
| 42,329,694 | 3,444,742 | 672,857 | 15,620,263 |

The selection of Deloitte & Touche LLP as the independent registered public accounting firm for the Company and its subsidiaries for the year ending December 31, 2013 was ratified by the following final votes cast (there were no broker non-votes cast on this proposal):

| For | Against | Abstained |
|------------|-----------|-----------|
| 60,469,965 | 1,280,154 | 317,437 |

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.

INTEGRYS ENERGY GROUP, INC.

By: /s/ Jodi J. Caro

Jodi J. Caro
Vice President, General Counsel and Secretary

Date: May 19, 2014