

PG&E Corp
Form 8-K
November 14, 2016

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: November 14, 2016
(Date of earliest event reported)

| Commission File Number | Exact Name of Registrant as specified in its charter | State or Other Jurisdiction of Incorporation or Organization | IRS Employer Identification Number |
|------------------------|--|--|------------------------------------|
| 1-12609 | PG&E CORPORATION | California | 94-3234914 |
| 1-2348 | PACIFIC GAS AND ELECTRIC COMPANY | California | 94-0742640 |

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|--|--|
| 77 Beale Street P.O. Box 770000 San Francisco, California 94177 (Address of principal executive offices) (Zip Code) (415) 973-1000 (Registrant's telephone number, including area code) | 77 Beale Street P.O. Box 770000 San Francisco, California 94177 (Address of principal executive offices) (Zip Code) (415) 973-7000 (Registrant's telephone number, including area code) |
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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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2016, the Board of Directors of PG&E Corporation elected Geisha J. Williams, currently President, Electric, of Pacific Gas and Electric Company (the "Utility"), a subsidiary of PG&E Corporation, to the role of Chief Executive Officer and President of PG&E Corporation. The appointment will be effective March 1, 2017. Ms. Williams will report to the Board of Directors of PG&E Corporation. Ms. Williams will remain on the Board of Directors of the Utility, a position she has held since August 2015.

Ms. Williams will succeed Anthony F. Earley, Jr. in the role of Chief Executive Officer and President of PG&E Corporation. On November 14, 2016, Mr. Earley, currently PG&E Corporation's Chairman of the Board, Chief Executive Officer and President, was elected to the role of PG&E Corporation's Executive Chair of the Board, also effective March 1, 2017. Mr. Earley will remain an employee and a member of the Board of Directors of PG&E Corporation. Mr. Earley will also remain on the Board of Directors of the Utility.

Also on November 14, 2016, the Board of Directors of the Utility elected Nickolas Stavropoulos as President and Chief Operating Officer of the Utility, effective March 1, 2017. (Currently, the role of President of the Utility is jointly held by Ms. Williams, as President, Electric, and Mr. Stavropoulos, as President, Gas.) In his new role, Mr. Stavropoulos will oversee both gas and electric operations of the Utility, and will report to its Board of Directors. Mr. Stavropoulos also will remain on the Board of Directors of the Utility, a position he has held since August 2015.

Any compensation changes that may result from these appointments will be determined at a later date.

Mr. Earley, 67, currently serves as PG&E Corporation's Chairman of the Board, Chief Executive Officer and President. Mr. Earley previously was Executive Chairman of DTE Energy Company (integrated energy company) (October 2010 to September 2011). He also served as that company's Chairman of the Board and Chief Executive Officer (1998 to 2010) and President and Chief Operating Officer (1994 to 1998). Before joining DTE Energy Company, Mr. Earley served as President and Chief Operating Officer of Long Island Lighting Company (electric and gas utility in New York).

Ms. Williams, 55, currently serves as the Utility's President, Electric, a position she has held since 2015. Ms. Williams is responsible for electric transmission and distribution, power generation, nuclear operations, energy policy and procurement, grid integration and innovation, electric business and performance management, and customer care. Prior to becoming President, Electric, Ms. Williams was the Utility's Executive Vice President, Electric Operations (June 2011 to August 2015), leading all aspects of the Utility's electric distribution, transmission, and substation operations, including planning, engineering, maintenance and construction, asset management, business planning, restoration, and emergency response. In September 2014, she assumed responsibility for the Utility's hydroelectric and fossil generation and energy procurement functions. Ms. Williams previously served as the Utility's Senior Vice President, Energy Delivery (December 2007 to 2011). Before joining the Utility, Ms. Williams held officer-level positions leading electric distribution at Florida Power and Light Company, as well as a variety of positions of increasing responsibility in customer service, marketing, external affairs, and electric operations, at that company.

Mr. Stavropoulos, 58, currently serves as the Utility's President, Gas, a position he has held since 2015. Mr. Stavropoulos is responsible for gas operations, gas regulatory strategy, safety and shared services, information technology, and enterprise programs. Prior to becoming President, Gas, Mr. Stavropoulos was the Utility's Executive Vice President, Gas Operations (June 2011 to August 2015), leading all aspects of the Utility's gas transmission and distribution operations, including planning, engineering, maintenance and construction, and emergency response. Before joining the Utility, Mr. Stavropoulos served as Executive Vice President and Chief Operating Officer of National Grid (2007 to 2011) (multinational electricity and gas utility), where he was responsible for all aspects of its U.S. gas distribution business. Prior to that role, Mr. Stavropoulos was President of KeySpan Energy Delivery, where he led the company's gas distribution group, field operations, and sales and marketing teams. He has also held several senior leadership roles at Colonial Gas Company and Boston Gas.

Item 7.01. Regulation FD Disclosure.

A copy of PG&E Corporation's news release announcing matters described in Item 5.02 of this Current Report on Form 8-K is attached hereto as Exhibit 99. Exhibit 99 is "furnished" and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit is being "furnished" and shall not be deemed to be "filed:"

Exhibit 99 News Release dated November 14, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

PG&E CORPORATION

By: /s/ LINDA Y.H. CHENG

Dated: November 14, 2016

LINDA Y.H. CHENG

Vice President, Corporate Governance and Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ LINDA Y.H. CHENG

Dated: November 14, 2016

LINDA Y.H. CHENG

Vice President, Corporate Governance and Corporate Secretary

Exhibit Index

Exhibit 99 News Release dated November 14, 2016
