

VECTREN CORP
Form DEFA14A
March 22, 2018

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 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))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

VECTREN CORPORATION

(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):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Aggregate number of securities to which transaction applies:
- (2) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (3) Proposed maximum aggregate value of transaction:
- (4) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Shareowner Services

P.O. Box 64945

St. Paul, MN 55164-0945

VECTREN CORPORATION

ANNUAL MEETING OF SHAREHOLDERS

Wednesday, May 16, 2018

10:00 a.m. (CDT)

One Vectren Square

211 N.W. Riverside Dr.

Evansville, IN 47708

For those wishing to vote in person, directions to the Vectren Corporation Annual Meeting are available in the proxy statement which can be viewed at www.proxydocs.com/vvc.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 16, 2018.

Notice is hereby given that the Annual Meeting of Shareholders of Vectren Corporation will be held at One Vectren Square, 211 N.W. Riverside Dr., Evansville, IN 47708 on Wednesday, May 16, 2018, at 10:00 a.m. (CDT).

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the Proxy Statement and Annual Report available at www.proxydocs.com/vvc before voting.

You can also request to receive email notification of all future proxy and voting materials at the same web address. If you want to receive paper copies of the Proxy Statement and Annual Report, you must request them. There is no charge for requesting copies. Please make your request as instructed on the reverse side of this notice on or before May 2, 2018, to facilitate timely delivery.

Matters intended to be acted upon at the meeting are listed below.

The Board of Directors recommends that you vote FOR Items 1, 2 and 3.

1. Election of Directors:

| | | |
|---------------------------------|----------------------|----------------------|
| 01 Derrick Burks | 05 Anton H. George | 09 Michael L. Smith |
| 02 Carl L. Chapman | 06 Robert G. Jones | 10 Teresa J. Tanner |
| 03 James H. DeGraffenreidt, Jr. | 07 Patrick K. Mullen | 11 Jean L. Wojtowicz |
| 04 John D. Engelbrecht | 08 R. Daniel Sadlier | |
2. Approve a non-binding advisory resolution approving the compensation of the named executive officers.
3. Ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for Vectren Corporation and its subsidiaries for 2018.

Your Internet vote authorizes the named proxy holders to vote your shares in the same manner as if you marked, signed and returned your proxy card and in their discretion upon such other matters that may properly come before the meeting.

THIS IS NOT A FORM FOR VOTING

You may immediately vote your proxy on the Internet at:

www.proxypush.com/vvc

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (CDT) on May 15, 2018.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

**To request paper copies of the proxy materials, which include the proxy card,
proxy statement and annual report, please contact us via:**

Internet/Mobile Access the Internet and go to www.investorelections.com/vvc . Follow the instructions to log in and order copies.

Telephone Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email Send us an email at paper@investorelections.com with **VVC Materials Request** in the subject line. The email must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail **-or-** to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word **Permanent** and include the last 4 digits of your Tax ID number in the email.