

DOMINION RESOURCES INC /VA/  
Form 8-K  
May 10, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) May 10, 2017

Dominion Resources, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Virginia 001-08489 54-1229715  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

120 Tredegar Street  
Richmond, Virginia 23219  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code (804) 819-2000

(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 24, 2017, the Board of Directors (the "Board") of Dominion Resources, Inc. (the "Company") approved changes to the Company's Amended and Restated Articles of Incorporation (as amended and restated, the "Articles of Incorporation") and the Company's Amended and Restated Bylaws (as amended and restated, the "Bylaws"), to change the name of the Company from Dominion Resources, Inc. to Dominion Energy, Inc. (the "Name Change"), subject to the approval of shareholders at the 2017 Annual Meeting of Shareholders (the "Annual Meeting"). On May 10, 2017, the Company's shareholders approved the Name Change at the Annual Meeting.

Effective with shareholder approval and the filing of Articles of Amendment to the Articles of Incorporation with the Commonwealth of Virginia State Corporation Commission on May 10, 2017, Article I of the Articles of Incorporation was amended to read: "The name of the Corporation is Dominion Energy, Inc."

Effective with shareholder approval on May 10, 2017, Article I of the Bylaws was amended to read: "The name of the Corporation is Dominion Energy, Inc."

The foregoing is a brief description of the amendments to the Articles of Incorporation and the Bylaws and is qualified in its entirety by reference to the full text of the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, which are filed herewith as Exhibits 3.1 and 3.2, respectively, and incorporated by reference herein.

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

The Company's Annual Meeting was held on May 10, 2017. Results of items presented for voting are listed below.

The following nominees were elected to the Board for a one-year term or until next year's annual meeting: William P. Barr, Helen E. Dragas, James O. Ellis, Jr., Thomas F. Farrell II, John W. Harris, Ronald W. Jibson, Mark J. Kington, Joseph M. Rigby, Pamela J. Royal, Robert H. Spilman, Jr., Susan N. Story, and Michael E. Szymanczyk. The votes cast with respect to all of the nominees presented at the Annual Meeting were as follows:

| <u>Nominee</u>         | <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-vote</u> |
|------------------------|------------------|----------------------|------------------------|------------------------|
| William P. Barr        | 416,848,376      | 6,899,266            | 1,570,313              | 98,598,614             |
| Helen E. Dragas        | 420,073,994      | 3,680,615            | 1,563,346              | 98,598,614             |
| James O. Ellis, Jr.    | 421,586,755      | 2,157,633            | 1,573,567              | 98,598,614             |
| Thomas F. Farrell II   | 398,539,122      | 23,963,966           | 2,814,867              | 98,598,614             |
| John W. Harris         | 351,996,031      | 71,733,177           | 1,583,354              | 98,604,007             |
| Ronald W. Jibson       | 421,543,410      | 2,161,250            | 1,613,295              | 98,598,614             |
| Mark J. Kington        | 417,410,096      | 6,309,293            | 1,598,566              | 98,598,614             |
| Joseph M. Rigby        | 421,442,603      | 2,240,310            | 1,635,042              | 98,598,614             |
| Pamela J. Royal        | 420,926,175      | 2,800,959            | 1,590,821              | 98,598,614             |
| Robert H. Spilman, Jr. | 418,633,840      | 5,044,519            | 1,639,596              | 98,598,614             |
| Susan N. Story         | 391,749,082      | 32,020,303           | 1,548,570              | 98,598,614             |
| Michael E. Szymanczyk  | 421,348,479      | 2,305,866            | 1,663,610              | 98,598,614             |

The appointment of Deloitte & Touche LLP as our independent auditors for 2017 was ratified by shareholders as follows:

Votes For    Votes Against    Votes Abstained

518,052,837 4,095,993 1,767,739

Shareholders approved an advisory vote on approval of executive compensation ("say on pay"). The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 394,259,980      | 27,482,298           | 3,574,786              | 98,598,614             |

The results of the advisory vote on the frequency of holding the say on pay vote were as follows:

| <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|-----------------|------------------|--------------------|------------------------|------------------------|
| 380,274,580     | 2,147,192        | 40,022,560         | 2,872,736              | 98,598,614             |

Shareholders approved an amendment to the Articles of Incorporation to change the Company's name to Dominion Energy, Inc. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 516,212,009      | 4,782,822            | 2,921,738              | 0                      |

A shareholder proposal requesting the Company to provide a report on lobbying was not approved. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 28,313,891       | 369,230,943          | 27,768,225             | 98,598,614             |

A shareholder proposal requesting the Company be required to nominate at least one director with environmental expertise was not approved. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 74,895,646       | 336,447,959          | 13,969,806             | 98,598,614             |

A shareholder proposal requesting the Company to publish an assessment of the impact of public policies and technological advances consistent with limiting global warming was not approved. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 197,940,339      | 215,820,652          | 11,551,544             | 98,598,614             |

A shareholder proposal requesting the Company to provide a report on methane emissions was not approved. The vote was as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Vote</u> |
|------------------|----------------------|------------------------|------------------------|
| 97,960,788       | 315,744,810          | 11,610,942             | 98,600,029             |

Item 9.01. Financial Statements and Exhibits

Exhibits

- 3.1 Articles of Incorporation, amended and restated, effective May 10, 2017
  - 3.2 Bylaws, amended and restated, effective May 10, 2017
-

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 hereunto duly authorized.

DOMINION RESOURCES, INC.  
Registrant

/s/ Carter M. Reid  
Carter M. Reid  
Executive Vice President, Chief Administrative &  
Compliance Officer and Corporate Secretary

Date: May 10, 2017