

FIRSTENERGY CORP  
Form PRE 14A  
March 03, 2017  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

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

**FirstEnergy Corp.**

(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) Title of each class of securities to which transaction applies:

## Edgar Filing: FIRSTENERGY CORP - Form PRE 14A

- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) 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):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) 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:



**Table of Contents**

**Table of Contents**

**Table of Contents**

*76 South Main Street*

*Akron, Ohio 44308*

***Ketan K. Patel***

*Vice President, Corporate Secretary & Chief Ethics Officer*

March [31], 2017

**Dear Shareholder:**

You are cordially invited to attend the 2017 FirstEnergy Corp. Annual Meeting of Shareholders on Tuesday, May 16, 2017, at 8:00 a.m., Eastern time, at the John S. Knight Center, 77 E. Mill Street, Akron, Ohio. If you plan to attend this meeting, you must register in advance. For information on how to register, see the Attending the Annual Meeting section of the Questions and Answers about the Annual Meeting in the accompanying proxy statement.

The notice and proxy statement contain important information about proxy voting and the business to be conducted at the meeting. We encourage you to read it carefully before voting. Then, whether or not you plan to attend the meeting in person, please vote by following the voting instructions described in the accompanying materials to ensure that your shares are represented at the meeting. We encourage you to take advantage of our Internet or telephone voting options. **Your Board of Directors recommends that you vote FOR the election of the nominees in Item 1, FOR Items 2, 3 and 5 through 8, for EVERY YEAR in Item 4 and AGAINST each of the shareholder proposals, which are Items 9 through 11.**

The proxy statement demonstrates our ongoing commitment to provide a clear and detailed discussion of matters that will be addressed at the meeting. It includes a proxy statement summary starting on page (ii) which summarizes the matters to be voted on and provides a high level overview of some of the important corporate governance and executive compensation matters discussed in more detail in the proxy statement. We encourage you to read the proxy statement summary with the more detailed information elsewhere in the proxy statement.

**Online proxy delivery and voting:** We are pleased to again take advantage of the Securities and Exchange Commission's notice and access rules that permit us to deliver proxy materials to some of our shareholders over the Internet. This delivery method provides our shareholders with the information they need and allows us to lower our printing and mailing costs, reduce the impact on the environment by decreasing the amount of paper needed to print the materials, and reduce the resources required to deliver these materials.

The accompanying notice and proxy statement are being mailed to shareholders on or about March [31], 2017.

**Your vote and support are important to us.** Thank you in advance for voting promptly.

Sincerely,

**Important Note Regarding Voter Participation. Please take time to [vote your shares!](#)**

Pursuant to applicable rules, if your shares are held in a broker account, you must provide your broker with voting instructions for all matters to be voted on at the Annual Meeting of Shareholders except for the ratification of PricewaterhouseCoopers LLP as FirstEnergy Corp.'s independent registered public accounting firm and the proposal to amend the Company's Amended Articles of Incorporation to increase the number of shares of authorized common stock. Your broker does not have the discretion to vote your shares on any other matters without the specific instruction from you to do so.

**Table of Contents**

**Notice of Annual Meeting of Shareholders**

<p><b>Date and Time</b>                  Tuesday, May 16, 2017                   8:00 a.m. ET</p>	<p><b>Location</b>                  John S. Knight Center                   77 E. Mill Street                   Akron, OH 44308</p>	<p><b>Record Date</b>                  March 20, 2017</p>
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**Annual Meeting of Shareholders Agenda**

- Elect the 13 nominees to the Board of Directors named in the accompanying proxy statement to hold office until the 2018 Annual Meeting of Shareholders and until their successors shall have been elected;
- Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017;
- Approve, on an advisory basis, named executive officer compensation;
- Approve, on an advisory basis, the frequency of future advisory votes to approve named executive officer compensation;
- Approve a management proposal to amend the Company’s Amended Articles of Incorporation to increase the number of shares of authorized common stock from 490,000,000 to 700,000,000;
- Approve a management proposal to amend the Company’s Amended Articles of Incorporation and Amended Code of Regulations to replace existing supermajority voting requirements with a majority voting power threshold;
- Approve a management proposal to amend the Company’s Amended Articles of Incorporation and Amended Code of Regulations to implement majority voting for uncontested director elections;
- Approve a management proposal to amend the Company’s Amended Code of Regulations to implement proxy access;
- Vote on three shareholder proposals, if properly presented at the Annual Meeting; and
- Take action on other business that may come properly before the Annual Meeting and any adjournment or postponement thereof.

Please carefully review this notice, the annual report and the accompanying proxy statement and vote your shares by following the instructions on your proxy card/voting instruction form or Notice of Internet Availability of Proxy Materials to ensure your representation at the Annual Meeting. Only shareholders of record as of the close of business on March 20, 2017, or their proxy holders, may vote at the Annual Meeting. If you plan to attend the Annual Meeting, you must register in advance. See the “Attending the Annual Meeting” section of the “Questions and Answers about the Annual Meeting” in the accompanying proxy statement for instructions on how to register.

On behalf of the Board of Directors,

Ketan K. Patel

*Vice President, Corporate Secretary & Chief Ethics Officer*

Akron, Ohio

The notice and accompanying proxy statement are being mailed to shareholders on or about March [31], 2017.

**Important Note** Regarding Availability of Proxy Materials

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 16, 2017. This proxy statement and the annual report are available at [www.ReadMaterial.com/FE](http://www.ReadMaterial.com/FE).**

**Table of Contents**

## Table of Contents

## Proxy Summary

		i
<b>1</b>	<b><u>Questions and Answers about the Annual Meeting</u></b>	<b>1</b>
	<u>Proxy Materials</u>	1
Information about the Meeting	<u>Voting Matters</u>	4
	<u>How You Can Vote</u>	7
	<u>Attending the Annual Meeting</u>	9
	<u>Shareholder Proposals for 2018</u>	11
	<u>Obtaining Additional Information</u>	11
<b>2</b>	<b><u>Corporate Governance and Board of Directors Information</u></b>	<b>12</b>
	<u>Audit Committee Report</u>	22
Corporate Governance & Board of Directors	<u>Matters Relating to the Independent Registered Public Accounting Firm</u>	23
	<u>Director Compensation</u>	24
<b>3</b>	<b><u>Items to Be Voted On, including Management and Shareholder Proposals</u></b>	<b>27</b>
	<u>Review of Director Nominees</u>	45
Items to Be Voted On	<u>Biographical Information and Qualifications of Nominees for Election as Directors</u>	46
<b>4</b>	<b><u>Executive Compensation</u></b>	<b>53</b>
	<u>Compensation Committee Report</u>	53
Executive Compensation	<u>Compensation Discussion and Analysis</u>	53
	<u>Executive Summary</u>	53
	<u>Compensation Tables</u>	86
<b>5</b>	<b><u>Security Ownership of Management</u></b>	<b>103</b>
	<u>Security Ownership of Certain Beneficial Owners</u>	104
Security Ownership & Other Important Matters	<u>Compensation Committee Interlocks and Insider Participation</u>	105
	<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	105
	<u>Certain Relationships and Related Person Transactions</u>	105

Appendices

<u>Utility and General Industry Peer Groups</u>	A-1
<u>Proposed Amendments to Amended Articles of Incorporation to increase the number of shares of authorized common stock</u>	B-1
<u>Proposed Amendments to Amended Articles of Incorporation and Amended Code of Regulations relating to the replacement of existing supermajority voting requirements with a majority vote threshold</u>	C-1
<u>Proposed Amendments to Amended Articles of Incorporation and Amended Code of Regulations relating to implement majority voting for uncontested director elections</u>	D-1
<u>Proposed Amendment to Amended Code of Regulations to implement proxy access</u>	E-1

**Table of Contents**

**Proxy Summary**

**2017 Annual Meeting of Shareholders**

**Time and Date:** 8:00 a.m., Eastern time, on Tuesday, May 16, 2017

**Location:** John S. Knight Center, 77 E. Mill Street, Akron, Ohio

**Record Date:** March 20, 2017

**Voting:** Shareholders of record of FirstEnergy Corp. common stock as of the Record Date are entitled to receive the Notice of Annual Meeting of Shareholders and they or their proxy holders may vote their shares at the Annual Meeting.

**Admission:** If you plan to attend the Annual Meeting, you must register in advance. For instructions on how to register, see the Attending the Annual Meeting section of the Questions and Answers about the Annual Meeting below.

**Voting Matters**

		Board Vote		Page Reference
		Recommendation		(for more detail)
		FOR	AGAINST	
<b>Item 1</b>	Election of 13 Director Nominees named in this proxy statement			27
<b>Item 2</b>	Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting			28

	firm for 2017	
<b>Item 3</b>	Approve, on an advisory basis, named executive officer compensation	28
<b>Item 4</b>	Approve, on an advisory basis, the frequency of future advisory votes to approve named executive officer compensation	EVERY YEAR 29
<b>Item 5</b>	Approve a management proposal to amend the Company's Amended Articles of Incorporation to increase the number of shares of authorized common stock from 490,000,000 to 700,000,000	30
<b>Item 6</b>	Approve a management proposal to amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to replace existing supermajority voting requirements with a majority voting power threshold	32
<b>Item 7</b>	Approve a management proposal to amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to implement majority voting for uncontested director elections	34
<b>Item 8</b>	Approve a management proposal to amend the Company's Amended Code of Regulations to implement proxy access	35
<b>Items 9 to 11</b>	Shareholder Proposals	38

**Table of Contents****How to Cast Your Vote**

**Your vote is important! Even if you plan to attend our Annual Meeting in person, please cast your vote as soon as possible by:**

**Internet** (or by scanning the

**Telephone**

**Mail** by returning your proxy

QR Code if provided on your proxy

card/voting instruction form

card/voting instruction form)

Please follow the instructions provided on your proxy card/voting instruction form (later referred to as the proxy card), Notice of Internet Availability of Proxy Materials, or electronic or other communications included with your proxy materials. Also refer to the **How You Can Vote** section of the **Questions and Answers about the Annual Meeting** below for more details.

**Board Nominees**

Thirteen members of your Board of Directors (later referred to as your Board) are standing for election. Each member stands for election annually. The following table provides summary information about each director nominee standing for election to your Board.

Name	Age	Director Since	Independent	Audit Compensation	Committee Memberships			# of Other Boards <sup>1</sup>
					Corporate Governance	Finance	Nuclear	
Paul T. Addison	70	2003	Yes		Chair			0
Michael J. Anderson	65	2007	Yes		Chair			1
William T. Cottle	71	2003	Yes				Chair	0
Steven J. Demetriou <sup>2</sup>	58	2017	Yes					2 <sup>3</sup>
Julia L. Johnson <sup>4</sup>	54	2011	Yes					3
Charles E. Jones	61	2015	No					0
Donald T. Misheff	60	2012	Yes	Chair				2
Thomas N. Mitchell	61	2016	Yes					0

James F. O Neil III	58	2017	Yes		0
Christopher D. Pappas <sup>4</sup>	61	2011	Yes	Chair	2
Luis A. Reyes	65	2013	Yes		0
George M. Smart <sup>5</sup>	71	1997	Yes		1
Dr. Jerry Sue Thornton	70	2015	Yes		3

<sup>1</sup> As defined under New York Stock Exchange Listed Company Manual Section 303A Corporate Governance Standards Frequently Asked Questions.

<sup>2</sup> Messrs. Demetriou and O Neil were elected to your Board effective January 17, 2017 and are nominees for election by shareholders at the Annual Meeting.

<sup>3</sup> Mr. Demetriou has notified Kraton Corporation's (Kraton) board of directors that he is resigning as a director of Kraton effective immediately following Kraton's 2017 annual general meeting of stockholders, currently scheduled for May 25, 2017. Accordingly, at that time Mr. Demetriou will be a member of one other public company board.

<sup>4</sup> Ms. Johnson and Mr. Pappas were previously directors of Allegheny Energy Inc., which merged with your Company in 2011.

<sup>5</sup> Mr. Smart was previously a director of Ohio Edison Company, which merged with Centerior Energy Corporation to form your Company in 1997.

As previously disclosed, Messrs. Ted J. Kleisner and Ernest J. Novak, Jr. will retire from your Board as of the date of the Annual Meeting in accordance with the mandatory retirement age provisions of our Corporate Governance Policies and were not nominated by your Board for election at this Annual Meeting. Mr. Robert B. Heisler, Jr. was not nominated for election to the Board at the Annual Meeting for health reasons. Accordingly, Messrs. Heisler, Kleisner and Novak were not nominated by your Board for election at this Annual Meeting. The size of your Board, which is currently set at 16, will be reduced to 13 as of the Annual Meeting.

**Table of Contents**

**Key Facts About Your Board**

We seek to maintain a well-rounded and diverse Board representing a wide breadth of experience and perspectives that balances the institutional knowledge of longer-tenured directors with the fresh perspectives brought by newer directors. Below are highlights regarding Board meetings and the composition of our 13 director nominees standing for election to your Board.

<sup>1</sup> Includes years that Ms. Johnson and Mr. Pappas served on the board of directors of Allegheny Energy, Inc. and Mr. Smart served on the board of directors of Ohio Edison Company.

**Corporate Governance Highlights**

Your Company is committed to good corporate governance, which we believe is important to the success of our business and in advancing shareholder interests. Highlights include:

The positions of Chairman of the Board and Chief Executive Officer (later referred to as our CEO) are separated

Annual election of all directors

All directors are independent, other than the CEO

Board committees are comprised entirely of independent directors

Director Resignation Policy requiring any director nominee in an uncontested director election who receives a majority withheld votes to tender his or her resignation

Diversity reflected in Board composition

Independent directors regularly meet without management present at Board and committee meetings

Corporate Governance Committee and Board engage in rigorous director succession planning

Mandatory retirement age of 72 for our directors per our Corporate Governance Policies

Consideration of your Board's diversity, age, business or administrative experience and skills and other attributes when evaluating nominees for your Board

Risk oversight by full Board and its committees

The Board conducts a three-part annual evaluation process: full Board evaluation; committee evaluations; and evaluation of each director

Ongoing active shareholder engagement and outreach

Shareholders of 25 percent or more of our shares outstanding and entitled to be vote have the right to call a special meeting

Robust stock ownership guidelines

Policy prohibiting short sales, hedging, margin accounts and pledging by our directors and executive officers

Robust director orientation and continuing education



**Table of Contents**

Our corporate governance practices are described in greater detail in the Corporate Governance and Board of Directors Information section.

**Executive Compensation Highlights**

What we do	What we DON'T do
Pay-for-performance	× Reprice stock options
Consider peer groups in establishing compensation	× Allow hedging or pledging of Company stock by our directors and executive officers
Review tally sheets	× Provide excise tax gross-ups
Robust stock ownership guidelines	× Pay tax gross-ups on our limited perquisites
Clawback policy	× Provide excessive perquisites
Retain an independent compensation consultant	
Annual advisory vote to approve named executive officer compensation and recommending to maintain annual advisory votes going forward	

Our executive compensation practices are described in greater detail in the Executive Compensation section.

**Note About Forward Looking Statements**

Certain of the matters discussed in this proxy statement are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. These statements include declarations regarding management's intents, beliefs and current expectations, including regarding future financial and operational performance (whether associated with compensation arrangements or otherwise), and typically contain, but are not limited to, the terms anticipate, potential, expect, forecast, goal, target, will, intend, believe, estimate, plan and similar words. Forward-looking statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are qualified by, and should be read together with, the risk factors included in (a) Item 1A Risk Factors and Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in our most recent Annual Report on Form 10-K and (b) other factors discussed in our other filings with the Securities and Exchange Commission. We expressly disclaim any current intention to update, except as required by law, any forward-looking statements contained herein as a result of new information, future events or otherwise. Except as otherwise noted, the information herein is as of March [22], 2017, the date we commenced printing in order to commence mailing on or about March [31], 2017.



**Table of Contents**

**Questions and Answers about the Annual Meeting**

**Proxy Materials**

**1 Q: Why did I receive these proxy materials?**

**A:** You received these proxy materials because you were a shareholder of record or beneficial owner (as defined below) of shares of common stock of FirstEnergy Corp. (later referred to as FirstEnergy, the Company, we, us or our) as of the close of business on March 20, 2017, the record date (later referred to as the Record Date). Your Company's Annual Meeting of Shareholders (later referred to as the Annual Meeting or the Meeting) will be held on Tuesday, May 16, 2017. We began distributing these proxy materials to shareholders on or about March [31], 2017.

**2 Q: Can I view future FirstEnergy proxy materials and annual reports on the Internet instead of receiving paper copies?**

**A:** Yes. If you received paper copies of this proxy statement and the annual report and you are a shareholder of record, you can elect to view future proxy statements and annual reports on the Internet by marking the designated box on your proxy card or by following the instructions when voting by Internet or by telephone. If you choose this option, prior to the next annual meeting, you will be mailed a paper copy of the proxy card along with instructions on how to access the proxy statement and annual report using the Internet unless applicable regulations require delivery of printed proxy materials. Your choice will remain in effect until you notify us that you wish to resume mail delivery of these documents.

If you previously elected to access your proxy materials over the Internet, you will not receive the Notice of Internet Availability of Proxy Materials (later referred to as a Notice of Internet Availability) or paper copies of proxy materials in the mail unless applicable regulations require delivery of printed proxy materials. Instead, you will receive a paper copy of the proxy card along with instructions on how to access

the proxy statement and annual report using the Internet.

If you received a Notice of Internet Availability, you may not receive printed copies of proxy statements and annual reports in the future unless applicable regulations require delivery of printed proxy materials. However, you may elect to be mailed a paper proxy card with instructions on how to access proxy statements and annual reports using the Internet for future meetings by following the instructions when voting. The Notice of Internet Availability also contains instructions on how you may request delivery of proxy materials in printed form for the Meeting or on an ongoing basis, if desired.

If you are a beneficial owner, refer to the information provided by your broker, bank or other nominee for instructions on how to elect to view future FirstEnergy proxy statements and annual reports on the Internet instead of receiving paper copies.

**Table of Contents**

**3 Q:**