

EDISON INTERNATIONAL
Form 8-K
April 29, 2011

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 (Date of earliest event reported): April 28, 2011

EDISON INTERNATIONAL
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------------------|---|
| CALIFORNIA (State or other jurisdiction of incorporation) | 001-9936 (Commission File Number) | 95-4137452 (I.R.S. Employer Identification No.) |
|---|--------------------------------------|---|

2244 Walnut Grove Avenue
(P.O. Box 976)
Rosemead, California 91770
(Address of principal executive offices, including zip code)

626-302-2222
(Registrant's telephone number, including area code)

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)

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- 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 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02 Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers

The Board of Directors of Edison International (the “Board”) previously approved, subject to shareholder approval, amendments to the Edison International 2007 Performance Incentive Plan (the “2007 Plan”) that would (1) increase the number of shares of Edison International’s common stock that may be delivered pursuant to awards granted under the 2007 Plan by an additional 28,000,000 shares, (2) increase the ratio used to count share usage for full-value awards granted under the 2007 Plan after February 26, 2009 from 1.75 shares to 3.5 shares for every one share of Edison International common stock issued under the 2007 Plan (for this purpose, a “full-value award” means any award granted under the 2007 Plan other than a stock option or stock appreciation right), and (3) extend Edison International’s authority to grant awards under the 2007 Plan intended to qualify as “performance-based awards” within the meaning of Section 162(m) of the U.S. Internal Revenue Code through the 2016 annual meeting of shareholders. Edison International’s shareholders approved the amendments to the 2007 Plan on April 28, 2001.

The following summary of the 2007 Plan is qualified in its entirety by reference to the text of the 2007 Plan, which is attached as Exhibit 10.1 and is incorporated by reference herein.

The Board or one or more committees appointed by the Board administers the 2007 Plan. The Board has delegated general administrative authority for the 2007 Plan to its Compensation and Executive Personnel Committee. The administrator of the 2007 Plan has broad authority under the 2007 Plan to, among other things, select participants and determine the type(s) of award(s) that they are to receive, and determine the number of shares that are to be subject to awards and the terms and conditions of awards, including the price (if any) to be paid for the shares or the award.

Persons eligible to receive awards under the 2007 Plan include officers or employees of Edison International or any of its subsidiaries, and non-employee members of the Edison International and Southern California Edison Company Boards of Directors. Awards to non-employee Directors require Board approval.

After giving effect to the 2007 Plan amendments, the maximum number of shares of Edison International’s common stock that may be issued or transferred pursuant to awards under the 2007 Plan equals the sum of: (1) 49,500,000 shares, plus (2) the number of any shares subject to awards granted under the Edison International Equity Compensation Plan (the “ECP”) and the Edison International 2000 Equity Plan (the “2000 Plan,” together with the ECP, the “Prior Plans”) and outstanding on April 26, 2007, which expire, or for any reason are cancelled or terminated, after that date without being exercised or shares being delivered (including shares that become available because outstanding awards are settled in cash, but not any shares exchanged or withheld or deemed exchanged or withheld as full or partial payment for any award or for withholding taxes thereon).

The types of awards that may be granted under the 2007 Plan include stock, stock options, stock appreciation rights, restricted stock, stock units, performance shares, stock bonuses, and other forms of awards granted or denominated in Edison International’s common stock or units of Edison International common stock, or similar rights to purchase or acquire shares of Edison International common stock, as well as certain cash bonus awards.

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

At Edison International's Annual Meeting of Shareholders on April 28, 2011, five matters were submitted to a vote of the shareholders: the election of twelve directors, ratification of the appointment of the independent registered public accounting firm, an advisory vote on executive compensation, an advisory vote on the frequency of the executive compensation advisory vote and a management proposal to approve an amendment to the 2007 Plan.

Shareholders elected twelve nominees to the Board of Directors. Each of the twelve Director-nominees received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum. The final vote results were as follows:

| Name | For | Against | Abstentions | Broker Non-Votes |
|----------------------------|-------------|------------|-------------|------------------|
| Jagjeet S. Bindra | 233,180,275 | 6,465,422 | 1,080,613 | 33,197,037 |
| Vanessa C.L. Chang | 233,532,959 | 6,517,096 | 922,255 | 33,197,037 |
| France A. Córdova | 236,686,645 | 3,025,547 | 1,014,118 | 33,197,037 |
| Theodore F. Craver, Jr. | 235,140,021 | 4,773,696 | 812,593 | 33,197,037 |
| Charles B. Curtis | 236,567,800 | 3,374,584 | 783,926 | 33,197,037 |
| Bradford M. Freeman | 233,167,255 | 6,692,618 | 866,437 | 33,197,037 |
| Luis G. Nogales | 232,359,944 | 7,293,158 | 1,073,208 | 33,197,037 |
| Ronald L. Olson | 181,238,258 | 58,895,927 | 592,125 | 33,197,037 |
| James M. Rosser | 232,099,950 | 7,894,535 | 731,825 | 33,197,037 |
| Richard T. Schlosberg, III | 232,939,063 | 6,579,867 | 1,207,380 | 33,197,037 |
| Thomas C. Sutton | 231,996,755 | 8,011,614 | 717,941 | 33,197,037 |
| Brett White | 233,373,406 | 6,500,871 | 852,033 | 33,197,037 |

The proposal to ratify the appointment of the independent registered public accounting firm, PricewaterhouseCoopers LLP, which received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, was adopted. The final vote results were as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 265,299,807 | 7,684,937 | 938,603 | 0 |

The advisory vote on executive compensation, which received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, was adopted. The final vote results were as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 192,914,100 | 45,759,298 | 2,052,912 | 33,197,037 |

Regarding the advisory vote on the frequency of the executive compensation advisory vote, the one year frequency received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, and was adopted. As a result, Edison International will include the shareholder advisory vote on executive compensation every year in its proxy materials for shareholders meetings at which Directors will be elected and for which executive compensation information is required until the next required advisory vote on the frequency of the executive compensation advisory vote is held. The final vote results were as follows:

| 1 Year | 2 Years | 3 Years | Abstentions |
|-------------|-----------|------------|-------------|
| 197,154,208 | 1,458,261 | 40,766,860 | 1,346,981 |

The total votes cast on the proposal to approve an amendment to the 2007 Plan constituted at least a quorum. The proposal, which received the affirmative vote of at least a majority of the votes cast and the affirmative vote of at least a majority of the votes required to constitute a quorum, was adopted. The final vote results were as follows:

| For | Against | Abstentions | Broker Non-Votes |
|-------------|------------|-------------|------------------|
| 213,708,832 | 25,318,820 | 1,698,658 | 33,197,037 |

Item Financial Statements and Exhibits
9.01

(d) Exhibits

See the Exhibit Index below

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Edison International 2007 Performance Incentive Plan, Amended and Restated as of February 24, 2011 |