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**Section 1: 8-K (8-K - AT RISK PLAN AMENDMENT - AUG 2018  
(SHELL))**

**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) **August 8, 2018**



**VECTREN CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Commission File No.</b>	<b>Registrant, State of Incorporation, Address, and Telephone Number</b>	<b>I.R.S Employer Identification No.</b>
1-15467	Vectren Corporation (An Indiana Corporation) One Vectren Square, Evansville, Indiana 47708 (812) 491-4000	35-2086905
1-16739	Vectren Utility Holdings, Inc. (An Indiana Corporation) One Vectren Square, Evansville, Indiana 47708 (812) 491-4000	35-2104850

Former name or address, if changed since last report:

N/A

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 (17CFR 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

Vectren Corporation (the Company) provides at-risk compensation, including share-based compensation, to its officers, other key employees and its non-employee members of the board of directors. An amendment to the previously adopted Vectren Corporation At-Risk Compensation Plan, as amended and restated May 24, 2016 and further amended effective May 1, 2018, is attached to this filing as Exhibit 10.1, amending Article X of the Plan to amend Section 10.1(d) and Section 10.6, effective as of September 1, 2018.

**Item 9.01. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Second Amendment to Vectren Corporation At-Risk Compensation Plan

## SIGNATURES

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.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.

August 8, 2018

By: /s/ M. Susan Hardwick

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M. Susan Hardwick

Executive Vice President and Chief Financial Officer

## INDEX TO EXHIBITS

The following Exhibits are filed as part of this Report to the extent described in Item 5.02:

<b>Exhibit Number</b>	<b>Description</b>
10.1	<a href="#">Second Amendment to Vectren Corporation At-Risk Compensation Plan</a>

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## Section 2: EX-10.1 (EXHIBIT 10.1 - AT RISK PLAN AMENDMENT - AUG 2018)

**EXHIBIT 10.1**

### SECOND AMENDMENT TO VECTREN CORPORATION AT-RISK COMPENSATION PLAN

As Amended and Restated May 24, 2016  
And Further Amended Effective May 1, 2018

Vectren Corporation, an Indiana corporation (the “*Company*”), having previously adopted the Vectren Corporation At-Risk Compensation Plan, as amended and restated May 24, 2016 (the “*Plan*”), and having the right to amend the Plan under Section 12.7 of the Plan, does hereby amend Article X of the Plan to amend Section 10.1(d) and Section 10.6, effective as of September 1, 2018:

- “(d) If the Change in Control occurs before the end of the Performance Period, the number of Shares of Restricted Stock (or any other Awards) contingently granted based on the Performance Criteria that shall vest as of such event shall be equal to the greater of the (i) the number determined in accordance with the Performance Criteria as if the Performance Period ended as of the last business day immediately preceding the date of such event and (ii) the target award, in each case as adjusted for dividends pursuant to the terms of the applicable Award Agreement. For the avoidance of doubt, the preceding sentence shall apply to Awards outstanding as of September 1, 2018 only to the extent that the affected Participant consents to this provision in accordance with Section 12.8.”
- “10.6 *Certain 2019 Awards.* Notwithstanding the foregoing, if the CNP Transaction occurs, Section 10.1 shall not apply to any Stock Unit Awards granted under this Plan during the 2019 calendar year (the “*2019 Stock Unit Awards*”).

Upon the CNP Transaction, the 2019 Stock Unit Awards shall be cancelled and converted into a vested right to receive cash in an amount equal to (A) \$72.00 *multiplied by* (B) the target number of Stock Units granted pursuant to such Award that remain unvested as of such date, as adjusted for dividends as provided in the applicable Award Agreement, *multiplied by* (C) a fraction with a numerator equal to the number of days in the period beginning on the Grant Date of such Award and ending on the date of the CNP Transaction and a denominator equal to 1095, or in the case of 2019 Stock Unit Awards granted to Outside Directors, 365; provided, however, that the Participant remains in continuous service from the applicable Grant Date through the date of the CNP Transaction. Any portion of the 2019 Stock Units Awards that does not vest pursuant to the previous sentence shall be automatically cancelled and forfeited as of the CNP Transaction.”

IN WITNESS WHEREOF, the Company has executed this Amendment this 1st day of September, 2018.

**VECTREN CORPORATION**

/s/ R. Daniel Sadlier

By: R. Daniel Sadlier, Chair,  
Vectren Corporation Compensation  
and Benefits Committee

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