

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

OGE ENERGY CORP.

(Exact Name of Registrant as Specified in Its Charter)

Oklahoma

(State of Other Jurisdiction of
Incorporation or Organization)

73-1481638

(I.R.S. Employer
Identification No.)

321 N. Harvey, P.O. Box 321

Oklahoma City, Oklahoma
(Address of Principal Executive Offices)

73101-0321

(Zip Code)

OGE ENERGY CORP. 2022 Stock Incentive Plan

(Full Title of the Plan)

SEAN TRAUSCHKE

Chairman of the Board, President and Chief Executive Officer

OGE ENERGY CORP.

321 N. Harvey, P.O. Box 321

Oklahoma City, Oklahoma 73101-0321

(Name and Address of Agent for Service)

(405) 553-3000

Telephone Number, Including Area Code, of Agent for Service

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Non-accelerated Filer Emerging Growth Company
Accelerated Filer Smaller Reporting 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 7(a)(2)(B) of the Securities Act.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. *

Item 2. Registrant Information and Employee Plan Annual Information. *

* Information required by Part I to be included in the Section 10(a) prospectus will be sent or given to employees as specified by Rule 428 of the Securities Act of 1933, as amended (the "Securities Act"), and is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents as filed by OGE Energy Corp. (the "Registrant" or the "Company") with the Securities and Exchange Commission (the "SEC") are incorporated herein by reference:

- The Registrant's Annual Report on Form 10-K for the year ended [December 31, 2021](#);
- The Registrant's Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2022](#) and [June 30, 2022](#);
- The Registrant's Current Reports on Form 8-K, filed with the SEC on [May 23, 2022](#) and [July 20, 2022](#); and
- The description of the Registrant's Common Stock filed as [Exhibit 4.26](#) to its Annual Report on Form 10-K for the year ended [December 31, 2021](#).

To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was furnished to, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be part thereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or replaces such statement. Any such statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 1031 of the Oklahoma General Corporation Act provides that a corporation may, and in some circumstances must, indemnify its directors and officers against liabilities and expenses incurred by them as a result of serving in that capacity, subject to some limitations and conditions set forth in the statute. Substantially similar provisions that require indemnification are contained in the Registrant's Restated Certificate of Incorporation. The Registrant's Restated Certificate of Incorporation also contains provisions limiting the liability of its directors and officers in some instances. The Registrant has an insurance policy covering its directors and officers against specified personal liability, which may include liabilities under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No.	Description
4.01	Restated OGE Energy Corp. Certificate of Incorporation. (Filed as Exhibit 3.01 to the Registrant's Form 10-Q for the quarter ended June 30, 2013 (File No. 1-12579)) and incorporated by reference herein).
4.02	Amended OGE Energy Corp. By-laws dated February 22, 2017. (Filed as Exhibit 3.01 to Registrant's Form 8-K filed February 23, 2017 (File No. 1-12579) and incorporated by reference herein).
4.03	OGE Energy Corp. 2022 Stock Incentive Plan. (Filed as Appendix B to Registrant's Definitive Proxy Statement filed April 4, 2022 (File No. 1-12579) and incorporated by reference herein).
5.01+	Opinion of counsel as to legality of the shares of common stock.
23.01+	Consent of Ernst & Young LLP.
23.02+	Consent of Deloitte & Touche LLP for the Financial Statements of Enable Midstream Partners, LP as of and for the three years ended December 31, 2020.
23.03+	Legal counsel's consent (Included in Exhibit 5.01).
24.01+	Power of attorney of certain officers and directors.
107.01+	Filing Fee Table.

+ Represents exhibits filed herewith. All exhibits not so designated are incorporated by reference to a prior filing, as indicated.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any

increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, That:

(a) Paragraphs (1)(i) and (1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(b) Paragraphs (1)(i), (1)(ii) and (1)(iii) of this section do not apply if the Registration Statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) If the registrant is relying on Rule 430B:

(a) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the Registration Statement as of the date the filed prospectus was deemed part of and included in the Registration Statement; and

(b) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a Registration Statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the Registration Statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the Registration Statement relating to the securities in the Registration Statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such effective date; or

(ii) If the Registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than Registration Statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the Registration Statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a Registration Statement or prospectus that is part of the Registration Statement or made in a document incorporated or deemed incorporated by reference into the Registration Statement or prospectus that is part of the Registration Statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the Registration Statement or prospectus that was part of the Registration Statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City and State of Oklahoma on the 4th day of August, 2022.

OGE ENERGY CORP.

/s/ Sarah R. Stafford
Sarah R. Stafford
Controller and Chief Accounting Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Sean Trauschke</u> Sean Trauschke	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	August 4, 2022
<u>/s/ W. Bryan Buckler</u> W. Bryan Buckler	Chief Financial Officer (Principal Financial Officer)	August 4, 2022
<u>/s/ Sarah R. Stafford</u> Sarah R. Stafford	Controller and Chief Accounting Officer (Principal Accounting Officer)	August 4, 2022
<u>*</u> Frank A. Bozich	Director	August 4, 2022
<u>*</u> Peter D. Clarke	Director	August 4, 2022
<u>*</u> David L. Hauser	Director	August 4, 2022
<u>*</u> Luther C. Kissam, IV	Director	August 4, 2022
<u>*</u> Judy R. McReynolds	Director	August 4, 2022
<u>*</u> David E. Rainbolt	Director	August 4, 2022
<u>*</u> J. Michael Sanner	Director	August 4, 2022
<u>*</u> Sheila G. Talton	Director	August 4, 2022
<u>*By: /s/ Sean Trauschke</u> (Attorney-in-fact)		August 4, 2022

[Letterhead of GableGotwals]

August 4, 2022

OGE Energy Corp.
321 N. Harvey
Oklahoma City, Oklahoma 73101

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to OGE Energy Corp., an Oklahoma corporation (the “**Company**”), in connection with the registration statement on Form S-8 (the “**Registration Statement**”) under the Securities Act of 1933, as amended (the “**Act**”), covering 2,500,000 shares of the common stock of the Company, par value \$0.01 per share (the “**Shares**”), under the OGE Energy Corp. 2022 Stock Incentive Plan (the “**Plan**”). This opinion is being furnished to you as a supporting document in connection with the Registration Statement.

For purposes of this opinion, we have examined the following documents:

- (a) the Registration Statement;
- (b) the Plan;
- (c) the corporate actions taken by the Board of Directors of the Company in connection with the Plan and the Registration Statement and related matters;
- (d) the Restated Certificate of Incorporation of the Company;
- (e) the By-Laws of the Company, as amended; and
- (f) an executed copy of the Secretary’s Certificate of the Company dated August 4, 2022.

In our examination of the aforesaid documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity and completeness of all documents submitted to us as original documents, and the conformity to original documents of all documents submitted to us as copies thereof.

Based on the foregoing and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Shares have been duly authorized and, when issued and delivered in accordance with the Plan upon receipt of requisite consideration therefor as provided therein, will be validly issued, fully paid and non-assessable.

Each of the matters set forth in this letter is as of the date hereof, and we undertake no, and hereby disclaim any, obligation to advise you of any change in any of the matters set forth herein or in any matters upon which the opinions and views set forth in this letter are based.

Our opinions expressed above are limited to the laws of the State of Oklahoma.

We hereby consent to the filing of this opinion as Exhibit 5.01 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ GableGotwals

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the OGE Energy Corp. 2022 Stock Incentive Plan of OGE Energy Corp. of our reports dated February 23, 2022, with respect to the consolidated financial statements of OGE Energy Corp. and the effectiveness of internal control over financial reporting of OGE Energy Corp. included in its Annual Report (Form 10-K) for the year ended December 31, 2021 and the financial statement schedule of OGE Energy Corp. included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Oklahoma City, Oklahoma
August 4, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of OGE Energy Corp. of our report dated February 24, 2021, relating to the financial statements of Enable Midstream Partners, LP appearing in the Annual Report on Form 10-K of OGE Energy Corp. for the year ended December 31, 2021.

/s/ Deloitte & Touche LLP

Oklahoma City, Oklahoma
August 4, 2022

Power of Attorney

WHEREAS, OGE ENERGY CORP., an Oklahoma corporation (herein referred to as "OGE Energy"), is to file with the Securities and Exchange Commission, under the provisions of the Securities Act of 1933, as amended, one or more Registration Statements on Form S-8 (or such other appropriate form, including post-effective amendments to existing Registration Statements on Form S-8) relating to the issuance and sale of up to 8,417,755 shares of common stock of OGE Energy pursuant to the OGE Energy Corp. 2022 Stock Incentive Plan.

WHEREAS, each of the undersigned holds the office or offices in OGE Energy herein-below set opposite his or her name, respectively.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints SEAN TRAUSCHKE, W. BRYAN BUCKLER and SARAH R. STAFFORD and each of them individually, his or her attorney with full power to act for him or her and in his or her name, place and stead, to sign his or her name in the capacity or capacities set forth below to the Registration Statements on Form S-8 (or such other appropriate form, including post-effective amendments to existing Registration Statements on Form S-8) relating to the issuance and sale of up to 8,417,755 shares of common stock of OGE Energy pursuant to the OGE Energy Corp. 2022 Stock Incentive Plan, and to any and all amendments (including post-effective amendments) to such Registration Statements, and hereby ratifies and confirms all that said attorney may or shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 19th day of May, 2022.

Sean Trauschke, Chairman, Principal
Executive Officer and Director

/s/ Sean Trauschke

Frank A. Bozich, Director

/s/ Frank A. Bozich

Peter D. Clarke, Director

/s/ Peter D. Clarke

David L. Hauser, Director

/s/ David L. Hauser

Luther C. Kissam, IV, Director

/s/ Luther C. Kissam, IV

Judy R. McReynolds, Director

/s/ Judy R. McReynolds

David E. Rainbolt, Director

/s/ David E. Rainbolt

J. Michael Sanner, Director

/s/ J. Michael Sanner

Sheila G. Talton, Director

/s/ Sheila G. Talton

W. Bryan Buckler, Principal Financial Officer

/s/ W. Bryan Buckler

Sarah R. Stafford, Principal Accounting Officer

/s/ Sarah R. Stafford

STATE OF OKLAHOMA)
) SS
COUNTY OF OKLAHOMA)

On the date indicated above, before me, Kelly G. Hamilton-Coyer, Notary Public in and for said County and State, the above named directors and officers of OGE ENERGY CORP., an Oklahoma corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, severally acknowledged to me that they executed the same as their own free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the 19th day of May, 2022.

/s/ Kelly G. Hamilton-Coyer
By: Kelly G. Hamilton-Coyer
Notary Public

My commission expires:
July 6, 2025

Calculation of Filing Fee Table

Form S-8
(Form Type)

OGE Energy Corp.
(Exact name of registrant as specified in its charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Rule 457(c) and Rule 457(h)	2,500,000 (2)	\$40.76 (3)	\$ 101,900,000	\$92.70 per \$1,000,000	\$ 9,446.13
Total Offering Amounts							\$ 9,446.13
Total Fee Offsets							\$ —
Net Fee Due							\$ 9,446.13

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "**Securities Act**"), this Registration Statement on Form S-8 (the "**Registration Statement**") also covers an indeterminate number of additional shares of common stock, par value \$0.01 per share ("**Common Stock**"), of OGE Energy Corp. (the "**Registrant**") that may be offered and issued under the OGE Energy Corp. 2022 Stock Incentive Plan (the "**Plan**") to prevent dilution resulting from stock splits, stock distributions or similar transactions.
- (2) Represents shares of Common Stock of the Registrant issuable pursuant to the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act, based upon the average of the high and low prices of the common stock of the Registrant on the New York Stock Exchange on August 1, 2022.