

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)

December 2, 2020

OGE ENERGY CORP.

(Exact Name of Registrant as Specified in Its Charter)

Oklahoma

(State or Other Jurisdiction of Incorporation)

1-12579

(Commission File Number)

73-1481638

(IRS Employer Identification No.)

321 North Harvey

P.O. Box 321

Oklahoma City

Oklahoma

73101-0321

(Address of Principal Executive Offices)

(Zip Code)

(405) 553-3000

(Registrant's telephone number, including area code)

Not Applicable

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	OGE	New York Stock Exchange

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

OGE Energy Corp. (the "Company") is the parent company of Oklahoma Gas and Electric Company, a regulated electric utility with approximately 865,000 customers in Oklahoma and western Arkansas. In addition, the Company holds a 25.5 percent limited partner interest and a 50 percent general partner interest in Enable Midstream Partners, LP.

On December 3, 2020, the Company issued a press release announcing that the Company's Board of Directors named W. Bryan Buckler as Vice President and Chief Financial Officer ("CFO"), effective January 1, 2021. As previously disclosed, Steve Merrill, the Company's current CFO, will retire at year-end 2020. Mr. Buckler, 48, comes to the Company from Duke Energy (electric utility company), where he most recently served as Vice President of Investor Relations. During his tenure at Duke Energy, Mr. Buckler also served as Director of Financial Planning and Analysis (2016 – 2019), Director of Regulated Accounting at Duke Energy (2015 – 2016) and various leadership positions prior thereto, including assistant treasurer and accounting research roles. Mr. Buckler holds a bachelor's degree from the University of Georgia. Mr. Buckler also completed leadership programs at the University of North Carolina – Chapel Hill and at University of California Berkeley.

In connection with his appointment, the Company and Mr. Buckler entered into an employment arrangement, the terms of which are summarized below. Under his employment arrangement, Mr. Buckler's initial base salary will be at the annual rate of \$400,000. Mr. Buckler will receive a cash signing and retention bonus of \$175,000, payable in three installments, with \$25,000 payable on the first pay period after his start date of January 1, 2021, \$50,000 payable on the first pay period following December 31, 2021, and the remaining \$100,000 payable on the first pay period following December 31, 2022 (provided, in each case, he is still employed). If Mr. Buckler voluntarily resigns or is terminated for cause within two years after his start date, he will forfeit the entire \$175,000 signing bonus and must repay any such amounts previously paid, including amounts withheld for taxes. Mr. Buckler will also be eligible to participate in the OGE Energy Corp. Annual Incentive Compensation Plan for the 2021 plan year through a target individual award of 70 percent of his base salary. Mr. Buckler will also receive an award of three grants of long-term incentive awards under the OGE Energy Corp. 2013 Stock Incentive Plan. The first grant will be restricted stock units valued at \$148,240 with a grant date of January 4, 2021 with a three-year vesting schedule with 57 percent of the units vesting on February 28, 2021, 34 percent of the units vesting on February 28, 2022, and 9 percent of the units vesting on February 28, 2023 and will include accrued dividends for the vesting period. The second grant will be performance units valued at \$95,200 based on total shareholder return over a two-year period of January 1, 2021 to December 31, 2022, with earned payouts for the grant ranging from 0 percent to 200 percent and will include earned accrued dividends for the performance period. The third grant is expected to be made in February 2021 at the same time, and on the same terms, as the long-term awards made to the other executive officers. This grant will have a targeted payout equal to 150 percent of his base salary. This grant will include two components: (i) performance units, which will constitute 75 percent of the award and be payable based on achievement of specified total shareholder return over the three year period January 1, 2021 to December 31, 2023, with earned payouts for the grant ranging from 0 percent to 200 percent and (ii) restricted stock units, which will constitute 25 percent of the award, and will have a three-year cliff vesting period. In each case, these grants will be similar to the grants made to the Company's other executive officers with accrued earned dividends for the performance and vesting period. If the Company should terminate Mr. Buckler's employment within one year of his start date, other than for cause, the Company shall pay Mr. Buckler an amount equal to the greater of his base salary at the time or \$400,000. Mr. Buckler will also be provided relocation assistance, which includes, among other things, assistance up to a certain amount for house hunting trips, moving expenses, reimbursement of real estate commissions on the sale of his existing residence and interim living expenses. If Mr. Buckler decides to terminate employment prior to his one-year anniversary date, he agrees to repay the full amount of certain moving expenses including applicable taxes. If Mr. Buckler decides to terminate employment prior to his two-year anniversary date, he agrees to repay a pro-rated amount of the relocation including applicable taxes.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.01	Press release dated December 3, 2020, announcing OGE Energy names W. Bryan Buckler Chief Financial Officer.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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 thereunto duly authorized.

OGE ENERGY CORP.

(Registrant)

By: _____ /s/ Sarah R. Stafford
Sarah R. Stafford
Controller and Chief Accounting Officer

December 3, 2020

OGE Energy names W. Bryan Buckler Chief Financial Officer

Buckler replaces Steve Merrill who will retire at end of 2020

OKLAHOMA CITY—OGE Energy Corp. (NYSE: OGE) today announced that it has named W. Bryan Buckler chief financial officer effective January 1, 2021. Buckler will replace Steve Merrill who is retiring after 13 years with the company, where he held several key leadership roles at Enogex, Enable and his current role of CFO at OGE, which he assumed in 2014.

“I’m pleased to appoint Bryan to this crucial role,” said OGE Energy Chairman, President and CEO Sean Trauschke. “His capital markets experience, specifically in the utility sector, will be invaluable. Bryan is a recognized financial leader who will continue to help grow and strengthen our company for many years to come. During his tenure, Steve has been a highly valued member of our leadership team and has played an important role in building the solid financial foundation we stand on today. I want to thank him for his service and wish him all the best in retirement.”

Buckler, 48, joins OGE from Duke Energy Corporation, where he has served in various capacities since September 2006, most recently as Vice President, Investor Relations. Other roles at Duke include Financial Planning & Analysis Director, Director of Regulated Accounting and Assistant Treasurer and Director of Corporate Finance. Prior to joining Duke, Buckler served at Ernst and Young LLP for 11 years.

Buckler received a Bachelor of Business Administration, majoring in Accounting, graduating cum laude, from the University of Georgia. He has also completed leadership programs at UNC-Chapel Hill and California-Berkley. He holds an active license as a Certified Public Accountant and has been a Board Member of the American Leadership Forum since 2017.

About OGE

OGE Energy Corp. is the parent company of OG&E, a regulated electric utility with approximately 865,000 customers in Oklahoma and western Arkansas. In addition, OGE holds a 25.5 percent limited partner interest and a 50 percent general partner interest of Enable Midstream, created by the merger of OGE's Enogex LLC midstream subsidiary and the pipeline and field services businesses of Houston-based CenterPoint Energy.