

OGE ENERGY CORP.
Form S-8
August 06, 2013

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 | 73-1481638 |
| (State or other jurisdiction of incorporation or organization) | I.R.S. Employer Identification Number) |

321 N. Harvey, P.O. Box 321
Oklahoma City, Oklahoma 73101-0321
(405) 553-3000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

OGE ENERGY CORP. EMPLOYEES' STOCK OWNERSHIP
AND RETIREMENT SAVINGS PLAN
(Full title of the plan)

PETER B. DELANEY
Chairman of the Board, President and Chief Executive Officer
OGE ENERGY CORP.
321 N. Harvey, P.O. Box 321
Oklahoma City, Oklahoma 73101-0321
(405) 553-3000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:
ROBERT J. JOSEPH
Jones Day
77 West Wacker
Chicago, Illinois 60601
(312) 269-4176

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

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------|--|---|----------------------------|
| Common Stock, par value \$0.01 per share | 3,000,000 | \$38.38 | \$115,140,000 | \$15,705 |

(1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of additional securities in order to adjust the number of securities reserved for issuance pursuant to the plan as a result of a stock split, stock dividend or similar transaction affecting Common Stock; and pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered pursuant to the OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan.

(2) This amount is an estimate made solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, and is based on the average of the high and low prices of the registrant's common stock on the New York Stock Exchange on August 1, 2013.

EXPLANATORY NOTE
(Not Part of the Prospectus)

The Board of Directors of the Registrant approved a two-for-one stock split to be effected by a 100% stock dividend payable July 1, 2013.

RETROACTIVE PRESENTATION FOR TWO-FOR-ONE STOCK SPLIT

The following is presented to reflect the retrospective application of a two-for-one stock split with respect to the financial information contained in our Annual Report on Form 10-K for the year ended December 31, 2012. Effective July 1, 2013, each shareholder of record received two shares for every one share of Company stock owned by the shareholder.

The following selected financial information revises historical information to illustrate the effects of the stock split for the periods presented. This data should be read in conjunction with our audited consolidated financial statements and the accompanying notes for the year ended December 31, 2012 as included in our Annual Report on Form 10-K, which is incorporated by reference in the prospectus.

| Year ended December 31 | 2012 | 2011 | 2010 | 2009 | 2008 |
|--|-----------|-----------|-----------|-----------|-----------|
| SELECTED FINANCIAL DATA | | | | | |
| (In millions, except per share data) | | | | | |
| Results of Operations Data: | | | | | |
| Operating revenues | \$3,671.2 | \$3,915.9 | \$3,716.9 | \$2,869.7 | \$4,070.7 |
| Cost of goods sold | 1,918.7 | 2,277.9 | 2,187.4 | 1,557.7 | 2,818.0 |
| Gross margin on revenues | 1,752.5 | 1,638.0 | 1,529.5 | 1,312.0 | 1,252.7 |
| Operating expenses | 1,075.6 | 991.3 | 935.6 | 820.1 | 790.6 |
| Operating income | 676.9 | 646.7 | 593.9 | 491.9 | 462.1 |
| Interest income | 0.6 | 0.5 | — | 1.4 | 6.7 |
| Allowance for equity funds used during construction | 6.2 | 20.4 | 11.4 | 15.1 | — |
| Other income | 17.0 | 19.3 | 13.7 | 27.5 | 15.4 |
| Other expense | 16.5 | 21.7 | 17.9 | 16.3 | 25.6 |
| Interest expense | 164.1 | 140.9 | 139.7 | 137.4 | 120.0 |
| Income tax expense | 135.1 | 160.7 | 161.0 | 121.1 | 101.2 |
| Net income | 385.0 | 363.6 | 300.4 | 261.1 | 237.4 |
| Less: Net income attributable to noncontrolling interests | 30.0 | 20.7 | 5.1 | 2.8 | 6.0 |
| Net income attributable to OGE Energy | \$355.0 | \$342.9 | \$295.3 | \$258.3 | \$231.4 |
| Basic average common shares outstanding (A) | 197.1 | 195.8 | 194.7 | 192.4 | 184.8 |
| Diluted average common shares outstanding (A) | 198.1 | 198.5 | 197.8 | 194.3 | 185.7 |
| Basic earnings per average common share attributable to OGE Energy common shareholders (A) | \$1.80 | \$1.75 | \$1.52 | \$1.34 | \$1.25 |
| Diluted earnings per average common share attributable to OGE Energy common shareholders (A) | \$1.79 | \$1.73 | \$1.49 | \$1.33 | \$1.25 |
| Dividends declared per common share (A) | \$0.79750 | \$0.75875 | \$0.73125 | \$0.71375 | \$0.69875 |
| Balance Sheet Data (at period end): | | | | | |
| Property, plant and equipment, net | \$8,344.8 | \$7,474.0 | \$6,464.4 | \$5,911.6 | \$5,249.8 |
| Total assets | \$9,922.2 | \$8,906.0 | \$7,669.1 | \$7,266.7 | \$6,518.5 |
| Long-term debt | \$2,848.6 | \$2,737.1 | \$2,362.9 | \$2,088.9 | \$2,161.8 |
| Total stockholders' equity | \$3,072.4 | \$2,819.3 | \$2,400.0 | \$2,060.8 | \$1,914.0 |

(A) All share and per share amounts above have been retroactively adjusted to reflect the effects of the stock split for all periods presented.

PART II:

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents as filed with the Securities and Exchange Commission ("SEC") are incorporated herein by reference:

• Our Annual Report on Form 10-K for the year ended December 31, 2012;

• The Plan's Annual Report on Form 11-K for the year ended December 31, 2012

• Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013;

Our Current Reports on Form 8-K, filed with the SEC on January 7, 2013, March 15, 2013, May 7, 2013 (including Form 8-K/A filed on July 16, 2013), May 13, 2013, May 22, 2013, July 23, 2013, August 2, 2013 and August 6, 2013; and

• The description of our Common Stock filed as Exhibit 99.01 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

All documents subsequently filed by the Registrant and the Plan 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.

Item 4. Description of Securities.

The Registrant's Common Stock is registered under Section 12 of the Exchange Act.

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 we may, and in some circumstances must, indemnify our 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 our Restated Certificate of Incorporation, which is filed as Exhibit 3.01 to our Form 10-Q for the quarter ended June 30, 2011 and incorporated herein by this reference. Our Restated Certificate of Incorporation also contains provisions limiting the liability of our directors and officers in some instances. We have an insurance policy covering our directors and officers against specified personal liability, which may include liabilities under the Securities Act of 1933, as amended.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

4.01 OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan, as amended through January 1, 2008 and including subsequent amendments.

The Registrant hereby undertakes that it: (i) will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service ("IRS") in a timely manner and (ii) has made or will make all changes required by the IRS in order to qualify the Plan.

23.01 Consent of Ernst & Young LLP, independent registered public accounting firm.

23.02 Consent of Deloitte & Touche LLP, independent auditors.

24.01 Power of attorney

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 of 1933.

(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 Commission 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 Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 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 Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 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 of 1933, 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 of 1933 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 of 1933 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 of 1933 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 of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 Securities and Exchange Commission 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.

SIGNATURE

The Registrant

Pursuant to the requirements of the Securities Act of 1933, 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 6th day of August, 2013.

OGE ENERGY CORP.

By /s/ Scott Forbes
 Scott Forbes
 Controller and Chief Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------|---|----------------|
| /s/ Peter B. Delaney | | |
| Peter B. Delaney | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | August 6, 2013 |
| /s/ Sean Trauschke | | |
| Sean Trauschke | Vice President and Chief Financial Officer (Principal Financial Officer) | August 6, 2013 |
| /s/ Scott Forbes | | |
| Scott Forbes | Controller and Chief Accounting Officer (Principal Accounting Officer) | August 6, 2013 |
| * | | |
| James H. Brandi | Director | August 6, 2013 |
| * | | |
| Wayne H. Brunetti | Director | August 6, 2013 |
| * | | |
| Luke R. Corbett | Director | August 6, 2013 |
| * | | |
| John D. Groendyke | Director | August 6, 2013 |
| * | | |
| Kirk Humphreys | Director | August 6, 2013 |
| * | | |
| Robert Kelley | Director | August 6, 2013 |
| * | | |
| Robert O. Lorenz | Director | August 6, 2013 |
| * | | |
| Judy R. McReynolds | Director | August 6, 2013 |
| * | | |
| Leroy C. Richie | Director | August 6, 2013 |
| By: /s/ Scott Forbes | | |
| Scott Forbes | | August 6, 2013 |
| (Attorney-in-Fact) | | |

The Plan

The undersigned consist of all the members of the Committee having the responsibility for the administration of the OGE Energy Corp. Employee's Stock Ownership and Retirement Savings Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on August 6, 2013.

OGE ENERGY CORP.
EMPLOYEES' STOCK OWNERSHIP AND
RETIREMENT SAVINGS PLAN

By /s/ Paul L. Renfrow
Paul L. Renfrow
Chairman

By /s/ Paul M. Brewer
Paul M. Brewer
Member

By /s/ Philip L. Crissup
Philip L. Crissup
Member

By /s/ Keith E. Erickson
Keith E. Erickson
Member

By /s/ Ken C. Johnson
Ken C. Johnson
Member

By /s/ Michael R. Mathews
Michael R. Mathews
Member

By /s/ Donald R. Rowlett
Donald R. Rowlett
Member

By /s/ Margaret A. Walsh
Margaret A. Walsh
Member

By /s/ John Wendling, Jr.
John Wendling, Jr.
Member

EXHIBIT INDEX

- 4.01 OGE Energy Corp. Employees' Stock Ownership and Retirement Savings Plan, as amended through January 1, 2008 and including subsequent amendments.
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- 5.01 to the Internal Revenue Service ("IRS") in a timely manner and (ii) has made or will make all changes required by the IRS in order to qualify the Plan.
- 23.01 Consent of Ernst & Young LLP, independent registered public accounting firm.
- 23.02 Consent of Deloitte & Touche LLP, independent auditors.
- 24.01 Power of attorney