

VECTREN CORP  
Form SC 13G/A  
February 13, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**Vectren Corporation**  
**(Name of Issuer)**  
**Common Stock**  
**(Title of Class of Securities)**  
**92240G101**  
**(CUSIP Number)**  
**December 31st, 2013**  
**(Date of Event which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

.. Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 92240G101

13G

1. Name of Reporting Person:

TD Asset Management Inc.

2. Check the Appropriate Box if a Member of a Group

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization:

Canada

5. Sole Voting Power:

NUMBER OF

SHARES 2,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 2,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

0.002 %

12. Type of Reporting Person (See Instructions):

CO

CUSIP No. 92240G101

13G

1. Name of Reporting Person:

TDAM USA Inc.

2. Check the Appropriate Box if a Member of a Group

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 11,000

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 11,000

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

11,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

0.01%

12. Type of Reporting Person (See Instructions):

CO

CUSIP No. 92240G101

13G

1. Name of Reporting Person:

Epoch Investment Partners, Inc.

2. Check the Appropriate Box if a Member of a Group

(a) " (b) "

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power:

NUMBER OF

SHARES 2,192,673

6. Shared Voting Power:

BENEFICIALLY

OWNED BY 0

EACH 7. Sole Dispositive Power:

REPORTING

PERSON 2,192,673

8. Shared Dispositive Power:

WITH

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,192,673

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9):

2.66 %

12. Type of Reporting Person (See Instructions):

CO



This Amendment No. 1 (this Amendment ) to the Statement on Schedule 13G, filed by TD Asset Management Inc. on July 19th, 2013 (the Statement ), amends and supplements such Statement with respect to the Common Stock (as defined below) of the Issuer (as defined below).

**Item 1. (a). Name of Issuer**

Vectren Corporation (the Issuer )

**(b). Address of Issuer s Principal Executive Offices:**

211 NW Riverside Drive, Evansville, IN 47708-1251, United States

**Item 2(a). Name of Person Filing**

**Item 2(b). Address of Principal Business Office**

**Item 2(c). Citizenship**

(i) TD Asset Management Inc. ( TDAM )

Canada Trust Tower, BCE Place, 161 Bay Street, 35th Floor, Toronto, Ontario, M5J 2T2

Citizenship: Canada

(ii) TDAM USA Inc. ( TDAM USA )

Canada Trust Tower, BCE Place, 161 Bay Street, 35th Floor, Toronto, Ontario, M5J 2T2

Citizenship: Delaware

(ii) Epoch Investment Partners, Inc. ( Epoch )

399 Park Avenue, New York, New York 10022

Citizenship: Delaware

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. The Reporting Persons are wholly-owned subsidiaries of TD Bank Financial Group. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Securities Exchange Act of 1934, as amended (the Act ), the beneficial owner of the shares reported herein.

**Item 2(d). Title of Class of Securities:**

Common Stock

**Item 2(e). CUSIP Number:** 92240G101

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**

This Item 3 is not applicable.

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**Item 4. Ownership.**

**(a) Amount beneficially owned:**

TDAM individually beneficially owns 2,000 shares of Common Stock.

TDAM-USA individually beneficially owns 11,000 shares of Common Stock.

Epoch individually beneficially owns 2,192,673 shares of Common Stock.

Collectively, the Reporting Persons beneficially own 2,205,673 shares of Common Stock.

**(b) Percent of class:**

The ownership percentages set forth below are based on 82,361,000 shares of the Issuer's Common Stock outstanding as of December 31st, 2013.

TDAM may be deemed to beneficially own approximately 0.002 % of the outstanding shares of Common Stock.

TDAM-USA may be deemed the beneficial owner of approximately less than 0.01% of the shares of Common Stock outstanding.

Epoch may be deemed the beneficial owner of approximately 2.66 % of the shares of Common Stock outstanding.

Collectively, the Reporting Persons may be deemed the beneficial owner of approximately 2.68 % of the outstanding shares of Common Stock.

**(c) Number of Shares as to which the Reporting Person has:**

TDAM:

2,000 (i) Sole power to vote or to direct the vote:

0 (ii) Shared power to vote or to direct the vote:

2,000 (iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of:

0

TDAM-USA:

(i) Sole power to vote or to direct the vote:

11,000

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

11,000

(iv) Shared power to dispose or to direct the disposition of:

0

Epoch:

2,192,673 (i) Sole power to vote or to direct the vote:

0 (ii) Shared power to vote or to direct the vote:

2,192,673 (iii) Sole power to dispose or to direct the disposition of:

0 (iv) Shared power to dispose or to direct the disposition of:

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

This Item 6 is not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

This Item 7 is not applicable.

**Item 8. Identification and Classification of Members of the Group.**

The filing of this statement should not be construed to be an admission that the Reporting Persons are members of a group for the purposes of Sections 13(d) and 13(g) of the Act or the rules thereunder.

**Item 9. Notice of Dissolution of Group.**

This Item 9 is not applicable.

**Item 10. Certification.**

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10th, 2014

TD ASSET MANAGEMENT INC.

By: /s/ Barbara Callbeck  
Name: Barbara Callbeck  
Title: Managing Director

TDAM USA INC.

By: /s/ Michael Thorfinnson  
Name: Michael Thorfinnson  
Title: Chief Administrative Officer & Chief  
Risk Officer

EPOCH INVESTMENT PARTNERS, INC.

By: /s/ David A. Barnett  
Name: David A. Barnett  
Title: Managing Attorney & Chief  
Compliance Officer

EXHIBIT LIST

Exhibit 99.1 Joint Filing Agreement, dated February 10th, 2014, among the Reporting Persons (filed herewith).

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t; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">**Item 2(d).**

**Title of Class of Securities:**

Class A Common Stock

**Item 2(e).**

**CUSIP Number:**

16117M107

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

£ (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

£ (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).



- £ (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- £ (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- T (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- £ (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- T (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- £ (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- £ (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- £ (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership:**

Reference is hereby made to Items 5-9 and 11 of pages 2, 3, 4 and 5 of this Schedule, which Items are incorporated by reference herein.

The securities to which this Schedule relates (the “Securities”) are owned by certain investment limited partnerships, including Navigator, and other client accounts, for which Steelhead serves as general partner and/or investment manager. Steelhead, as Navigator’s and those other investment limited partnerships’ and other client accounts’ general partner and/or investment manager, and J. Michael Johnston and Brian K. Klein, as the member-managers and owners of Steelhead, may therefore be deemed to beneficially own Securities owned by Navigator and such other investment limited partnerships and client accounts for the purposes of Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the “Act”) insofar as they may be deemed to have the power to direct the voting or disposition of those Securities.

Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that Steelhead, Mr. Johnston or Mr. Klein is, for any other purpose, the beneficial owner of any of the Securities, and each of Steelhead, Mr. Johnston and Mr. Klein disclaims beneficial ownership as to the Securities, except to the extent of his or its pecuniary interests therein.

Under the definition of “beneficial ownership” in Rule 13d-3 under the Act, it is also possible that the individual general partners, executive officers, and members of the foregoing entities might be deemed the “beneficial owners” of some or all of the Securities insofar as they may be deemed to share the power to direct the voting or disposition of the Securities. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of such individuals is, for any purpose, the beneficial owner of any of the Securities, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in item 11 of pages 2-5 was derived from the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2007, in which the Issuer stated that the number of shares of Class A Common Stock outstanding as of September 30, 2007 was 403,224,161.

**Item 5. Ownership of Five Percent or Less of a Class:**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Steelhead serves as general partner and/or investment manager to certain investment limited partnerships, including Navigator, and other client accounts that have the right to receive or the power to direct the receipt of, dividends from, or the proceeds from the sale of, the Securities. Other than as reported in this Schedule, no investment limited partnership's or other client accounts' holdings exceed five percent of the Issuer's Series A Common Stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2008

STEELHEAD PARTNERS, LLC

By: /s/ James Michael Johnston

James Michael Johnston  
Its Member-Manager

JAMES MICHAEL JOHNSTON

/s/ James Michael Johnston  
James Michael Johnston

BRIAN KATZ KLEIN

/s/ Brian Katz Klein  
Brian Katz Klein

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2008

J-K NAVIGATOR FUND, L.P.

BBy: Steelhead Partners, LLC, its General Partner

By: /s/ James Michael  
Johnston

James Michael Johnston  
Its Member Manager

**EXHIBITS LIST**



**EXHIBIT A**

**JOINT FILING UNDERTAKING**

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Dated: February 7, 2008

STEELHEAD PARTNERS, LLC

By: /s/ James Michael Johnston

James Michael Johnston  
Its Member-Manager

J-K NAVIGATOR FUND, L.P.

BBy: Steelhead Partners, LLC, its General Partner

By: /s/ James Michael Johnston

James Michael Johnston  
Its Member Manager

JAMES MICHAEL JOHNSTON

/s/ James Michael Johnston

James Michael Johnston

BRIAN KATZ KLEIN

/s/ Brian Katz Klein

Brian Katz Klein