

XCEL ENERGY INC  
Form DEFA14A  
April 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material pursuant to §240.14a-12

**XCEL ENERGY INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

Shareowner Services

P.O. Box 64945

St. Paul, MN 55164-0945

**Xcel Energy Inc.**

**ANNUAL MEETING OF SHAREHOLDERS**

**Wednesday, May 21, 2014**

**11 a.m. CDT**

**Cityscape Ballroom**

**Radisson Hotel Fargo**

**201 North 5th Street**

**Fargo, North Dakota 55102**

Directions to the Xcel Energy Inc. Annual Meeting  
are available in the proxy statement which can be

viewed at [proxydocs.com/XEL](http://proxydocs.com/XEL).

**Important Notice Regarding the Availability of Proxy Materials for the**

**Shareholder Meeting to be Held on May 21, 2014.**

Notice is hereby given that the Annual Meeting of Shareholders of Xcel Energy Inc. will be held at the Cityscape Ballroom, Radisson Hotel Fargo, 201 North 5th Street, Fargo, North Dakota on Wednesday, May 21, 2014 at 11 a.m. CDT.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The Proxy Statement is/are available at [www.proxydocs.com/XEL](http://www.proxydocs.com/XEL)

If you want to receive a paper copy or an e-mail with links to the electronic materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side of this notice on or before May 9, 2014 to facilitate timely delivery.

**Matters intended to be acted upon at the meeting are listed below.**

**The Board of Directors recommends that you vote FOR each of the nominees in Item 1 and FOR Items 2 and 3.**

1. Election of Directors

Gail Koziara Boudreaux

Albert F. Moreno

A. Patricia Sampson

Kim Williams

Richard K. Davis

Richard T. O'Brien

James J. Sheppard

Timothy V. Wolf

Ben Fowke

Christopher J. Policinski

David A. Westerlund

2. Company proposal to ratify the appointment of Deloitte & Touche LLP as Xcel Energy Inc.'s independent registered public accounting firm for 2014
3. Company proposal to approve, on an advisory basis, our executive compensation

**The Board of Directors Recommends a Vote AGAINST Item 4.**

4. Shareholder proposal on the separation of the role of the Chairman and Chief Executive Officer

**THIS IS NOT A FORM FOR VOTING**

**You may immediately vote your proxy on the Internet at:**

**[www.proxypush.com/XEL](http://www.proxypush.com/XEL)**

Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (EDT) on May 20, 2014.

Please have this Notice and the last four digits of your Social Security Number or Tax Identification Number available. Follow the instructions to vote your proxy.

**Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

**To request paper copies of the proxy materials, which include the proxy card,  
proxy statement and annual report, please contact us via:**

**Internet/Mobile** Access the Internet and go to [www.investorelections.com/XEL](http://www.investorelections.com/XEL). Follow the instructions to log in, and order copies.

**Telephone** Call us free of charge at 866-870-3684 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

**Email** Send us an email at [paper@investorelections.com](mailto:paper@investorelections.com) with XEL Materials Request in the subject line. The email must include:

The 11-digit control # located in the box in the upper right hand corner on the front of this notice.

Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.

If you choose email delivery you must include the email address.

If you would like this election to apply to delivery of material for all future meetings, write the word Permanent and include the last 4 digits of your Tax ID number in the email.