

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act  
of 1934

**May 17, 2022**

Date of report (date of earliest event reported)

| <b>Commission<br/>File No.</b> | <b>Name of Registrant, State of Incorporation, Address<br/>of Principal Executive Offices, and Telephone No.</b>                             | <b>IRS Employer<br/>Identification<br/>No.</b> |
|--------------------------------|--|--|
| 000-49965                      | <b>MGE Energy, Inc.</b><br>(a Wisconsin Corporation)<br>133 South Blair Street<br>Madison, Wisconsin 53788<br>(608) 252-7000   mgeenergy.com | 39-2040501                                     |

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:

- ☐ 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))

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). ☐

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. ☐

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

| <b>Title of each class</b>            | <b>Trading symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|---------------------------------------|--------------------------|--|
| Common Stock, \$1 Par Value Per Share | MGEE                     | The NASDAQ Stock Market                          |

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

MGE Energy's Annual Meeting of Shareholders was held on May 17, 2022. The results of voting on each of the matters submitted to a vote of security holders during the annual meeting were as follows:

**1. Election of three Class III Directors with terms of office expiring at the 2025 annual meeting of shareholders.**

|                 | For Votes  | Withhold Votes | Broker Non-Votes |
|-----------------|------------|----------------|------------------|
| Mark D. Bugher  | 23,377,406 | 941,594        | 4,593,460        |
| James L. Possin | 23,618,787 | 700,213        | 4,593,460        |
| Noble L. Wray   | 23,860,278 | 458,722        | 4,593,460        |

No votes were cast for any other nominee. The directors continuing in office are:

| Class I Directors<br>Term Expires 2023 | Class II Directors<br>Term Expires 2024 |
|--|---|
| James G. Berbee                        | Marcia M. Anderson                      |
| Londa J. Dewey                         | Jeffrey M. Keebler                      |
| Thomas R. Stolper                      | Gary J. Wolter                          |

**2. Ratification of selection of PricewaterhouseCoopers LLP to serve as MGE Energy's independent registered public accounting firm for the year 2022.**

| For Votes  | Against Votes | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 27,775,781 | 914,120       | 222,559   | 0                |

As described in the Proxy Statement, the votes "For" must exceed the votes cast "Against" at the meeting in order to ratify the selection of the auditors. Abstentions do not have any effect. Below are the percentages of the votes cast either "For" or "Against" ratification of PricewaterhouseCoopers LLP for the fiscal year 2022.

| For | Against |
|-----|---------|
| 97% | 3%      |

**3. Advisory vote on executive compensation as disclosed in the annual meeting proxy statement.**

| For Votes  | Against Votes | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 22,545,343 | 1,182,501     | 591,156   | 4,593,460        |

As described in the Proxy Statement, the advisory vote on executive compensation is nonbinding, as provided by law. Below are the percentages of the votes cast either "For" or "Against" the advisory vote on executive compensation.

| For | Against |
|-----|---------|
| 95% | 5%      |

**4. Shareholder proposal relating to a study on the value of solar in MGE's service territory as disclosed in the annual meeting proxy statement.**

| For Votes | Against Votes | Abstained | Broker Non-Votes |
|-----------|---------------|-----------|------------------|
| 2,454,632 | 21,017,584    | 846,784   | 4,593,460        |

As described in the Proxy Statement, the nonbinding shareholder proposal must receive the affirmative vote of a majority of the votes cast in order to pass. Abstentions and broker nonvotes do not have any effect. Below are the percentages of the votes cast either "For" or "Against" the shareholder proposal.

| For | Against |
|-----|---------|
| 10% | 90%     |

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**MGE Energy, Inc.**  
*(Registrant)*

Date: May 19, 2022

/s/ Tamara J. Johnson

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Tamara J. Johnson  
Vice President - Accounting and Controller