

OGE ENERGY CORP.
Form DEFA14A
March 29, 2013

SCHEDULE 14A
SCHEDULE 14A INFORMATION
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 under Rule 14a-12

OGE ENERGY CORP.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 16, 2013

OGE ENERGY CORP.

COMPUTERSHARE
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 18, 2013
Date: May 16, 2013 Time: 10:00 AM CDT
Location: The Skirvin Hilton Hotel
Grand Ballroom
1 Park Avenue
Oklahoma City, Oklahoma 73102

You are receiving this communication because you
hold shares in the above named company.

This is not a ballot. You cannot use this notice to
vote these shares. This communication presents
only an overview of the more complete proxy
materials that are available to you on the Internet.
You may view the proxy materials online at
www.proxyvote.com or easily request a paper copy
(see reverse side).

[shareholder name and address]

We encourage you to access and review all of the
important information contained in the proxy
materials before voting.
See the reverse side of this notice to obtain proxy
materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Annual Report 2. Notice & Proxy Statement

How to View Online:

Have the information that is printed in the box marked by the arrow \Rightarrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow \Rightarrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 02, 2013 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow \Rightarrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote FOR the following:

1. Election of Directors
Nominees

- | | | | | |
|--------------------|----------------------|---------------------|-----------------------|----------------------|
| 01 James H. Brandi | 02 Wayne H. Brunetti | 03 Luke R. Corbett | 04 Peter B. Delaney | 05 John D. Groendyke |
| 06 Kirk Humphreys | 07 Robert Kelley | 08 Robert O. Lorenz | 09 Judy R. McReynolds | 10 Leroy C. Richie |

The Board of Directors recommends you vote FOR proposals 2 through 7.

2. Ratification of the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2013.
3. Advisory Vote to Approve Named Executive Officer Compensation.
4. Amendment of Restated Certificate of Incorporation to eliminate supermajority voting provisions.
5. Approval of the OGE Energy Corp. 2013 Stock Incentive Plan.
6. Approval of the OGE Energy Corp. 2013 Annual Incentive Compensation Plan.
7. Amendment of the Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 225,000,000 to 450,000,000.

The Board of Directors recommends you vote AGAINST the following proposal:

8. Shareholder proposal regarding reincorporation in Delaware.

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

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OGE Energy Corp. Common Stock SHARES