UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

March 2, 2016

Robert J. Joseph
Jones Day
rjjoseph@jonesday.com

Re: OGE Energy Corp.
Incoming letter dated January 8, 2016

Dear Mr. Joseph:

This is in response to your letters dated January 8, 2016 and February 25, 2016 concerning the shareholder proposal submitted to OGE by John Chevedden. We also have received letters from the proponent dated January 18, 2016, February 18, 2016, February 25, 2016 and February 26, 2016. Copies of all of the correspondence on which this response is based will be made available on our website at http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: John Chevedden

FISMA & OMB Memorandum M-07-16

March 2, 2016

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: OGE Energy Corp.
Incoming letter dated January 8, 2016

The proposal requests that the board take the steps necessary so that each voting requirement in OGE's charter and bylaws that calls for a greater than simple majority vote be eliminated and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary, this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

There appears to be some basis for your view that OGE may exclude the proposal under rule 14a-8(i)(10). In this regard, we note your representation that OGE will provide shareholders at OGE's 2016 annual meeting with an opportunity to approve amendments to OGE's certificate of incorporation that would replace each provision that calls for a supermajority vote with a majority vote requirement. Accordingly, we will not recommend enforcement action to the Commission if OGE omits the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Evan S. Jacobson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matter under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholders proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

JOHN CHEVEDDEN

FISMA & OMB Memorandum M-07-16

February 26, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 4 Rule 14a-8 Proposal
OGE Energy Corp. (OGE)
Simple Majority Vote
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 8, 2015 no-action request.

The company appears to have been disingenuous in its so-called support for eliminating supermajority voting provisions in 2013. The company authorized a special 2013 letter urging shareholders to vote for increasing the number of shares. This letter did not mention anything about eliminating supermajority voting provisions. Subsequently the proposal to increase the number of shares won 79 million votes vs. only 64 million for eliminating supermajority voting provisions.

According to the attached pages the special 2013 letter urging shareholders to vote for increasing the number of shares was gratuitously in regard to a proposal that needed only 51% support. However on the same ballot was a management proposal that was desperate to achieve a whopping 80% vote.

The company does not claim that the Board will take every step in its power for passage of its 2016 proposal on this topic. Furthermore the company does not even claim that the Board took every step in its power for passage when its 2013 proposal on this topic flopped.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

John Chevedden

cc: Patricia D. Horn <hornpd@oge.com>

PROPOSAL NO. 4 -
AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS

The Proposal

The Board of Directors recommends that the Company's shareholders approve amendments to Articles VI, VII, VIII and IX of the Certificate to eliminate the supermajority voting provisions currently included in the Certificate.

As permitted by Oklahoma law, the Company's current, shareholder-approved Certificate provides that if certain actions are to be taken by shareholders, those actions will require more than a majority vote of the shareholders. Specifically:

- Article VI of the Certificate currently provides that 80 percent of the Company's outstanding shares is necessary to approve certain business combination transactions with an "interested shareholder" (subject to certain exceptions, including an exception for transactions approved by the Board);
- Paragraph E. of Article VII of the Certificate currently provides that 80 percent of the Company's outstanding shares is necessary to approve an amendment to Article VII (which deals with provisions relating to the term of office of directors, filling vacancies on the board of directors and removal of directors);
- Article VIII of the Certificate currently provides that 80 percent of the Company's outstanding shares is necessary to approve an amendment to Article VIII (which prohibits shareholders from acting by written consent); and
- Article IX of the Certificate currently provides that 80 percent of the Company's outstanding shares are necessary to approve (i) amendments to certain provisions of the bylaws of the Company relating to shareholder annual and special meetings, board structure, board vacancies, director elections and director removal or (ii) Article IX of the Certificate.

In order to eliminate these supermajority voting provisions, the Company's Certificate must be amended. The amendments to the Certificate require the approval of both the Board and 80 percent of the shares of the Company's Common Stock outstanding.

Elimination of Supermajority Voting Provisions

The Company's supermajority voting provisions relate to fundamental elements of our corporate governance. They have been included in our charter for many years and are commonly included in the corporate charters and bylaws of many publicly-traded companies. In general, these provisions are designed to provide minority shareholders with a measure of protection against changes in corporate governance and other self-interested actions by one or more large shareholders. The supermajority voting provisions protect OGE Energy shareholders against the actions of short-term investors such as hedge funds or corporate raiders.

A nonbinding shareholder proposal to eliminate the supermajority voting provisions and adopt simple majority voting provisions was included in the Company's 2012 Proxy Statement and approximately 65 percent of shares voted at the 2012 Annual Meeting of Shareholders (approximately 45 percent of the total shares outstanding) were voted in favor of the proposal.

In the course of its review of these voting provisions in connection with the shareholder proposal in 2012, the Nominating and Corporate Governance Committee and the Board carefully considered the advantages and disadvantages of the voting standards. Following the 2012 Annual Meeting of Shareholders, the Nominating and Corporate Governance Committee and the full Board again carefully considered the advantages and disadvantages of the supermajority voting standards and, in light of the shareholder vote at the 2012 Annual Meeting of Shareholders and the presence of statutory fair price provisions that would require 66-2/3 percent of the outstanding shares to approve a business combination with an interested shareholder, the Company's Board, on the recommendation of the Nominating and Corporate Governance Committee, has approved the amendments to the Certificate, and has determined to recommend to the Company's shareholders that they vote in favor of amending the Company's Certificate, to eliminate the supermajority voting provisions.

The Amendments

If the proposed amendments to the Company's Certificate are approved, (i) Article VI of the Certificate would be deleted in its entirety, (i) Paragraph E. of Article VII would be deleted, (iii) the 80 percent requirement in Article VIII would be deleted, (iv)

the 80 percent requirement in Article IX relating to the amendment of Article IX would be deleted and (v) the 80 percent requirement in Article IX relating to specified bylaw amendments would be replaced with a majority of the shares present and entitled to vote standard. The text of Articles VI, VII, VIII and IX, as they are proposed to be amended, is attached as Annex A. For your convenience, Annex A is marked to indicate the proposed amendments.

The Effect of the Amendments

If Article VI of the Certificate is deleted, the "fair price" provisions of Section 1090.3 of the Oklahoma General Corporation Act would apply and would require an affirmative vote of 66-2/3 percent of the outstanding shares to approve a business combination with interested shareholders (subject to certain exceptions, including an exception for transactions approved by the Board). If Paragraph E. of Article VII, the 80 percent requirement in Article VIII and the 80 percent requirement in Article IX relating to the amendment of Article IX are deleted, under Oklahoma law, further amendment of Article VII, Article VIII or Article IX of the Certificate would require a vote of a majority of the Company's outstanding shares. If the 80 percent requirement in Article IX relating to specified bylaw amendments is replaced with a majority of the votes present and entitled to vote standard, then further amendment of those provisions of the bylaws would require approval of a majority of the shares present and entitled to vote on the matter, just as is currently required to amend all other provisions of the bylaws.

Vote Required

80%

The affirmative vote of the holders of not less than 80 percent of the outstanding shares of the Company's Common Stock will be required for the approval of this Proposal No. 4 to amend the Certificate. Abstentions, broker non-votes and failures to vote have the same effect as a vote against this Proposal No. 4. If approved, the amendments to the Certificate will become effective upon filing with the Secretary of State of the State of Oklahoma, which the Company would intend to do promptly after the Annual Meeting of Shareholders.

In the event that the holders of less than 80 percent of the shares of the Company's Common Stock vote in favor of Proposal No. 4, the supermajority provisions in the current Certificate will not be eliminated.

The Board of Directors recommends a vote "FOR" Proposal No. 4. Proxies solicited by the Board of Directors will be voted "FOR" Proposal No. 4, unless a different vote is specified.

PROPOSAL NO. 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

Description of the Proposed Amendment

The Board has adopted, subject to shareholder approval, a resolution to amend our Certificate to increase the number of authorized shares of Common Stock from 225,000,000 to 450,000,000 shares. The proposed amendment does not change the number of shares of Preferred Stock that the Company is authorized to issue.

The text of paragraph A. of Article IV of our Certificate, as it is proposed to be amended, reads as follows:

A. **AUTHORIZED CAPITAL STOCK**. The total number of shares which the corporation shall have the authority to issue shall be 455,000,000 shares, of which 450,000,000 shares shall be Common Stock, par value $0.01 per share, and 5,000,000 shares shall be Preferred Stock, par value $0.01 per share.

The Board has declared the proposed amendment advisable, has directed that the proposed amendment be submitted to the shareholders for their consideration and is recommending that the shareholders approve this amendment to the Certificate to increase the number of authorized shares of Common Stock to 450,000,000.

Reasons for the Proposed Amendment

As of March 1, 2013 , out of the currently authorized 225,000,000 shares, there were 99,113,462 shares of the Company's Common Stock outstanding and 3,946,823 shares reserved for issuance under our DRIP/DSPP, 401(k) plan and equity compensation plans. Accordingly, 121,939,715 shares of the Company's Common Stock were available for issuance.

The reason for this amendment is to provide added flexibility to permit the Company to effect one or more stock splits by means of stock dividends. The Board has not approved such a split, but believes it to be desirable to have that flexibility in the future if the Board determines at such time that such action would be in the best interests of the Company. For example, without the amendment and taking into account shares currently reserved for issuance under our DRIP/DSPP, 401(k) plan and equity compensation plans (including the additional shares contemplated in the 2013 Stock Incentive Plan that is the subject of Proposal No. 5 herein), if the Board were to approve a 2-for-1 stock split, there would be approximately, 11,479,430 shares, or 5.1 percent of the currently authorized number of shares, available for future issuance. If the proposed amendment is approved, the Board currently expects that it will consider a stock split at its May 16, 2013 meeting following the Annual Meeting of Shareholders .

Although as indicated above, if the proposed amendment is approved, the Board currently expects that it will consider a stock split, the shares could also be used for other purposes such as financings, compensation plans, business acquisitions and other general corporate purposes. The shares could be issued from time to time for such purposes as the Board may approve and, unless required by applicable law or NYSE rules, no further vote of the shareholders will be required. There are currently no definitive plans, agreements or arrangements in place requiring the utilization of these additional shares for any of the foregoing.

Because the Company has no specific plans to issue any part of the additional shares being requested other than for a stock split, the Company cannot set forth specific risks or harms that would result from the proposed increase not being approved, except that the stock split likely would not be considered at this time.

Possible Adverse Effects of the Amendment on Common Shareholders

The additional Common Stock to be authorized by adoption of this amendment would have rights identical to the currently outstanding Common Stock of the Company. If the shareholders approve the amendment, our Board may cause the issuance of additional shares of the Company's Common Stock without further vote of the shareholders, except as may be required by applicable laws or the rules of the NYSE and any other national securities exchanges on which the Company's Common Stock is then listed. Currently, the NYSE requires shareholder approval as a prerequisite to listing shares in certain instances, including acquisition transactions where the issuance could increase the number of outstanding shares by 20 percent or more. The proposed amendment will not have any immediate effect on the rights of existing common shareholders. However, to the extent that the additional authorized shares of Common Stock are issued in the future (other than the result of a stock split or other pro rata distribution to stockholders), they will decrease the existing common shareholders' percentage equity ownership and voting power and, depending

on the price at which they are issued, could be dilutive to existing common shareholders. Current holders of the Company's Common Stock have no preemptive or similar rights, which means that they do not have a prior right to purchase any new issuance of Common Stock to maintain their proportionate ownership interests. Issuance of additional Common Stock authorized by this amendment may also reduce the portion of dividends and liquidation proceeds available to the holders of currently outstanding Common Stock.

While it is possible that the Board could use the additional shares to resist or frustrate a third-party transaction providing an above-market premium that is favored by a majority of the independent shareholders, the Company has no intent or plan to employ the additional unissued authorized shares as an anti-takeover device. As a consequence, the increase in authorized shares of Common Stock may make it more difficult for, prevent or deter a third party from acquiring control of the Company or changing the Board and management, as well as inhibit fluctuations in the market price of the Company's shares that could result from actual or rumored takeover attempts. Presently, the Board knows of no attempt to obtain control of the Company.

Vote Required

The affirmative vote of the holders of a majority of the outstanding shares of the Company's Common Stock will be required for the amendments of the Certificate to increase the authorized shares of Common Stock. Abstentions and failures to vote are treated as votes against. If the amendment is approved by the shareholders, the amendment will become effective upon filing of a certificate of amendment with the Oklahoma Secretary of State, which the Company anticipates filing promptly following the Annual Meeting of Shareholders.

The Board of Directors recommends a vote "FOR" the increase in the authorized shares of Common Stock. Proxies solicited by the Board of Directors will be voted "FOR" the increase in the authorized shares of Common Stock, unless a different vote is specified.

OGE Energy Corp.

PO Box 321
Oklahoma City, Oklahoma 73101-0321
405-553-3000
www.oge.com

May 7, 2013

Dear Shareholder:

The Annual Meeting of Shareholders of OGE Energy Corp. will be held at 10:00 a.m., Thursday, May 16, 2013, at the Skirvin Hilton Hotel in Oklahoma City. One of the items to be considered at the meeting is a proposal to amend the Company's Restated Certificate of Incorporation to increase the number of the Company's authorized shares of common stock from 225,000,000 to ~~450,000~~,000 (the "Proposed Amendment").

We are writing to update you on a proposed stock split if the Proposed Amendment is approved. Please be advised that, if the Proposed Amendment is approved, the Company's Board of Directors will consider, and is expected to approve, a 2-for-1 stock split at the Board's meeting on May 16, 2013.

The Board of Directors urges you to vote on all items to be considered at the Annual Meeting of Shareholders and, in particular, recommends a vote **FOR** the proposed increase in the Company's authorized shares of common stock.

If you have any questions, please contact Todd Tidwell, Director, Investor Relations, at (405) 553-3966.

JOHN CHEVEDDEN

FISMA & OMB Memorandum M-07-16

February 25, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 3 Rule 14a-8 Proposal
OGE Energy Corp. (OGE)
Simple Majority Vote
John Chevedden

Ladies and Gentlemen:

This is in regard to the January 8, 2015 no-action request.

The company appears to have been disingenuous in its so-called support for eliminating supermajority voting provisions in 2013. The company authorized a special 2013 letter urging shareholders to vote for increasing the number of shares. This letter did not mention anything about eliminating supermajority voting provisions. Subsequently the proposal to increase the number of shares won 79 million votes vs. only 64 million for eliminating supermajority voting provisions.

The company does not claim that the Board will take every step in its power for passage of its 2016 proposal on this topic. Furthermore the company does not even claim that the Board took every step in its power for passage when its 2013 proposal on this topic flopped.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

John Chevedden

cc: Patricia D. Horn <hornpd@oge.com>

OGE Energy Corp.

PO Box 321
Oklahoma City, Oklahoma 73101-0321
405-553-3000
www.oge.com

May 7, 2013

Dear Shareholder:

The Annual Meeting of Shareholders of OGE Energy Corp. will be held at 10:00 a.m., Thursday, May 16, 2013, at the Skirvin Hilton Hotel in Oklahoma City. One of the items to be considered at the meeting is a proposal to amend the Company's Restated Certificate of Incorporation to increase the number of the Company's authorized shares of common stock from 225,000,000 to ~~450,000~~,000 (the "Proposed Amendment").

We are writing to update you on a proposed stock split if the Proposed Amendment is approved. Please be advised that, if the Proposed Amendment is approved, the Company's Board of Directors will consider, and is expected to approve, a 2-for-1 stock split at the Board's meeting on May 16, 2013.

The Board of Directors urges you to vote on all items to be considered at the Annual Meeting of Shareholders and, in particular, recommends a vote **FOR** the proposed increase in the Company's authorized shares of common stock.

If you have any questions, please contact Todd Tidwell, Director, Investor Relations, at (405) 553-3966.

The number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each of such matters, were as stated below.

Proposal No. 1:	Votes For	Votes Withheld	Broker Non-Votes
Election of Directors			
Terms Expiring in 2014			
James H. Brandi	66,200,342	905,893	16,284,474
Wayne H. Brunetti	66,335,662	770,573	16,284,474
Luke R. Corbett	66,168,337	937,898	16,284,474
Peter B. Delaney	66,158,181	948,054	16,284,474
John D. Groendyke	66,305,165	801,070	16,284,474
Kirk Humphreys	66,115,521	990,714	16,284,474
Robert Kelley	66,373,823	732,412	16,284,474
Robert O. Lorenz	66,400,455	705,780	16,284,474
Judy R. McReynolds	66,310,091	796,144	16,284,474
Leroy C. Richie	65,877,715	1,228,520	16,284,474

Proposal No. 2:	Votes For	Votes Against	Abstentions
Ratification of the appointment of Ernst & Young LLP as our principal independent accountants for 2013	82,359,774	696,067	334,868

Proposal No. 3:	Votes For	Votes Against	Abstentions	Broker Non-Votes
Advisory vote on executive compensation	61,255,570	4,285,952	1,564,713	16,284,474

Proposal No. 4:	Votes For	Votes Against	Abstentions	Broker Non-Votes
Amendment to the Restated Certificate of Incorporation to eliminate supermajority voting provisions	64,727,767	1,843,946	534,522	16,284,474

Proposal No. 5:	Votes For	Votes Against	Abstentions	Broker Non-Votes
Approval of the OGE Energy Corp. 2013 Stock Incentive Plan	63,224,182	3,115,537	766,516	16,284,474

Proposal No. 6:	Votes For	Votes Against	Abstentions	Broker Non-Votes
Approval of the OGE Energy Corp. 2013 Annual Incentive Compensation Plan	63,681,373	2,527,672	897,190	16,284,474

Proposal No. 7:	Votes For	Votes Against	Abstentions
Amendment to the Restated Certificate of Incorporation to increase the number of authorized common stock from 225,000,000 to 450,000,000	79,415,882	3,151,473	823,354

Proposal No. 8:	Votes For	Votes Against	Abstentions	Broker Non-Votes

JONES DAY

77 WEST WACKER • CHICAGO, ILLINOIS 60601.1692
TELEPHONE: +1.312.782.3939 • FACSIMILE: +1.312.782.8585

Direct Number: (312) 269-4176
rjjoseph@jonesday.com

February 25, 2016

No-Action Request
1934 Act/Rule 14a-8

Via E-Mail (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: OGE Energy Corp.
Shareholder Proposal of John Chevedden

Ladies and Gentlemen:

In a letter dated January 8, 2016 (the "No-Action Request"), we requested, on behalf of our client OGE Energy Corp., an Oklahoma corporation (the "Company"), that the staff of the Division of Corporation Finance (the "Staff") not recommend any enforcement action to the Securities and Exchange Commission (the "Commission") if, in reliance on the interpretation of Rule 14a-8 set forth in the No-Action Request, the Company excludes the Shareholder Proposal (the "Shareholder Proposal") filed by shareholder John Chevedden (the "Proponent") from its 2016 proxy statement and form of proxy relating to its Annual Meeting of Shareholders tentatively scheduled for May 19, 2016. In the No-Action Request, we explained that we believed the Shareholder Proposal could be properly omitted from the Company's proxy materials pursuant to Rule 14a-8(i)(10). As mentioned in the No-Action Request, at an upcoming meeting of the Board of Directors, the Board was going to consider approving, and recommending to the Company's shareholders for approval at the 2016 Annual Meeting of Shareholders, a Company Proposal (as defined in the No-Action Request) that would eliminate the supermajority provisions in the Company's certificate of incorporation that are the subject of the Shareholder Proposal.

The purpose of this letter is to notify the Staff that at the Company's Board of Director's meeting on February 25, 2016, the Board of Directors approved the Company Proposal and recommended that the Company's shareholders approve the Company Proposal at the 2016 Annual Meeting of Shareholders. Accordingly, we respectfully request that the Staff not recommend any enforcement action from the Commission if the Company omits the Shareholder

Proposal from its 2016 proxy materials. If the Staff disagrees with the Company's conclusion to omit the Shareholder Proposal, we request the opportunity to confer with the Staff prior to the final determination of the Staff's position. Notification and a copy of this letter are simultaneously being forwarded to the Proponent.

Sincerely,

Robert J. Joseph

cc: John Chevedden
Patricia D. Horn

JOHN CHEVEDDEN

FISMA & OMB Memorandum M-07-16

February 18, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 2 Rule 14a-8 Proposal
OGE Energy Corp. (OGE)
Simple Majority Vote
John Chevedden

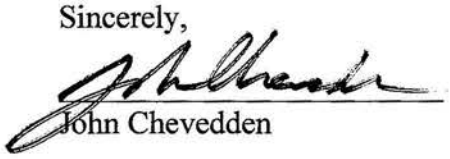
Ladies and Gentlemen:

This is in regard to the January 8, 2015 no-action request.

The company does not claim that the Board will take every step in its power for passage of its tentative 2016 proposal on this topic. Furthermore the company does not even claim that the Board took every step in its power for passage when its 2013 proposal on this topic flopped per the attachment.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Patricia D. Horn <hornpd@oge.com>

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Shareholders of OGE Energy Corp. held on May 16, 2013, the shareholders:

- Elected the 10 directors nominated by the Board of Directors;
- Ratified the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2013;
- Approved, on an advisory basis, executive compensation;
- Did not approve the amendment to the Restated Certificate of Incorporation to eliminate supermajority voting provisions;
- Approved the OGE Energy Corp. 2013 Stock Incentive Plan;
- Approved the OGE Energy Corp. 2013 Annual Incentive Compensation Plan;
- Approved the amendment to the Restated Certificate of Incorporation to increase the number of authorized common stock from 225,000,000 to 450,000,000; and
- Did not approve the shareholder proposal regarding reincorporation in Delaware.

The proposal to amend the Company's Restated Certificate of Incorporation to eliminate supermajority voting provisions required the approval of not less than 80 percent of the outstanding shares of the Company's common stock. The proposal was not approved because it did not receive approval from 80 percent of our outstanding shares.

JOHN CHEVEDDEN

FISMA & OMB Memorandum M-07-16

January 18, 2016

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 1 Rule 14a-8 Proposal
OGE Energy Corp. (OGE)
Simple Majority Vote
John Chevedden

Ladies and Gentlemen:

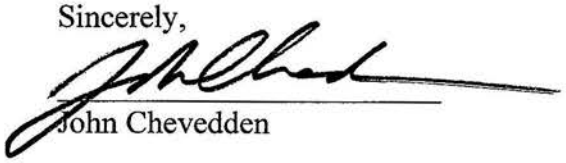
This is in regard to the January 8, 2015 no-action request.

The company i-10 letter cites no steps taken and no estimated steps to be taken until "an upcoming meeting."

Plus the company has not even begun to think about this critical text in the rule 14a-8 proposal: "This proposal includes that our board fully support this proposal topic and commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the super-high vote required for passage as a binding company proposal."

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Patricia D. Horn <hornpd@oge.com>

[OGE: Rule 14a-8 Proposal, November 27, 2015]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal includes that our board fully support this proposal topic and commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the super-high vote required for passage as a binding company proposal.

Our management promised to submit a Simple Majority Vote proposal to a binding shareholder vote at our 2016 annual meeting. This proposal is focused on preventing a possible predicament that up to 79% of our shares will vote in favor – yet the 2016 proposal will fail because a formidable 80% vote is needed.

Shareowners are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements, the target of this proposal, have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from improving our corporate governance.

Please vote to enhance shareholder value:

Simple Majority Vote – Proposal [4]

JONES DAY

77 WEST WACKER • CHICAGO, ILLINOIS 60601.1692
TELEPHONE: +1.312.782.3939 • FACSIMILE: +1.312.782.8585

January 8, 2016

No-Action Request
1934 Act/Rule 14a-8

Via E-Mail (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Ladies and Gentlemen:

On behalf of our client OGE Energy Corp., an Oklahoma corporation (the "Company"), we are submitting this letter pursuant to Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended (the "Act"), in reference to the Company's intention to omit the shareholder proposal (the "Shareholder Proposal") filed by shareholder John Chevedden (the "Proponent") from its 2016 proxy statement and form of proxy relating to its Annual Meeting of Shareholders tentatively scheduled for May 19, 2016. The definitive copies of the 2016 proxy statement and form of proxy are currently scheduled to be filed pursuant to Rule 14a-6 on or about March 31, 2016. We hereby request that the staff of the Division of Corporation Finance (the "Staff") not recommend any enforcement action to the Securities and Exchange Commission (the "Commission") if, in reliance on the analysis set forth below, the Company excludes the Shareholder Proposal from its proxy materials. Pursuant to Staff Legal Bulletin 14D, we are submitting this request for no-action relief under Rule 14a-8 by use of the Commission e-mail address, shareholderproposals@sec.gov (in lieu of providing six additional copies of this letter pursuant to Rule 14a-8(j)(2)), and the undersigned has included his name, email address and telephone number in this letter. We are simultaneously forwarding by email a copy of this letter to the Proponent as notice of the Company's intent to omit the Shareholder Proposal from the Company's 2016 proxy materials.

Background

The Shareholder Proposal. The Shareholder Proposal requests that the Company's Board of Directors (the "Board") take the steps necessary to change each voting requirement to a simple majority. The Shareholder Proposal includes the following language:

> "Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal includes that our board fully support this proposal topic and commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the super-high vote required for passage as a binding company proposal."

A copy of the Shareholder Proposal, including the supporting statement, is attached to this letter as Exhibit A.

History. In 2012, a non-binding shareholder proposal very similar to the Shareholder Proposal was included in the Company's 2012 proxy statement and approximately 65 percent of shares voted at the 2012 annual meeting of shareholders (approximately 45 percent of the total shares outstanding) were voted in favor of the proposal. In response, in 2013, the Board adopted resolutions approving and recommending to shareholders amendments to its certificate of incorporation (the "Certificate") to eliminate the 80% supermajority voting standard. Approval of these amendments to the certificate of incorporation required approval of at least 80 percent of the Company's outstanding common stock. Despite the Board's support, this 2013 proposal to amend the Company's certificate of incorporation failed to pass, receiving less than the required 80 percent of the shareholders of record voting in favor.

The Company received a proposal substantially similar to the Shareholder Proposal prior to its 2015 annual meeting of shareholders and the Company included such proposal in its 2015 proxy materials. Prior to the 2015 meeting, the Board determined to support the shareholder proposal and unanimously recommended that shareholders vote in favor of the proposal. In the proxy materials for the 2015 meeting, the Company committed that if shareholders approved the shareholder proposal at the 2015 annual meeting, the Board would present for a vote of shareholders at the 2016 annual meeting amendments to the Company's certificate of incorporation that, if approved, would eliminate the 80% supermajority voting standard. In excess of 95 percent of the shares present and entitled to vote at the 2015 annual meeting of shareholders (approximately 66 percent of the total shares outstanding) were voted in favor of the proposal.

Accordingly, at an upcoming meeting, the Board is expected to approve, and recommend to the Company's shareholders for approval at the 2016 Annual Meeting of Shareholders, a

proposal (the "Company Proposal") to amend the Company's Certificate to eliminate voting provisions that require greater than a majority vote (collectively, the "Supermajority Provisions").

The Company Proposal. The Company's Certificate currently includes the following Supermajority Provisions:

- Article VI (the "fair price provisions") requires the affirmative vote of 80% of the Company's outstanding shares to approve certain business combinations with interested shareholders, subject to certain exceptions, including an exception for transactions approved by the Board;

- Paragraph E of Article VII requires an affirmative vote of at least 80% of the Company's outstanding shares to amend Article VII of the Certificate, which includes provisions relating to the terms of directors, removal of directors and newly created directorships;

- Article VIII requires an affirmative vote of at least 80% of the Company's outstanding shares to amend Article VIII (relating to the prohibition of the shareholders to act by written consent); and

- Article IX requires an affirmative vote of at least 80% of the Company's outstanding shares to amend (i) certain provisions of the Company's bylaws, including those provisions relating to calling special meetings, no written consent by shareholders, advance notice of shareholder action, number, tenure and resignation of directors and notification of director nominations or (ii) Article IX of the Certificate.

The Company Proposal that is expected to be approved by the Board at its upcoming meeting would:

- delete Article VI (fair price provisions) in its entirety;

- delete Paragraph E of Article VII (requires an affirmative vote of at least 80% of the Company's outstanding shares to amend Article VII of the Certificate);

- delete the 80% requirement in Article VIII (requires an affirmative vote of at least 80% of the Company's outstanding shares to amend Article VIII of the Certificate);

- delete the 80% requirement in Article IX relating to the amendment of Article IX; and

- replace the 80% requirement in Article IX relating to specified bylaw amendments with a majority of the votes present and entitled to vote standard.

If the Company Proposal is adopted and Article VI is deleted, under Oklahoma law, subject to certain exceptions, including an exception for transactions approved by the Board, the required vote to approve a business combination with interested shareholders would be 66-2/3% of the Company's outstanding shares. If the Company Proposal is adopted and Paragraph E of Article VII, the 80% requirement in Article VIII and the 80% requirement in Article IX relating to the amendment of Article IX are deleted, under Oklahoma law, amendment of Article VII, Article VIII or Article IX of the Certificate would require a vote of a majority of the Company's outstanding shares. If the Company Proposal is adopted, the 80% requirement in Article IX relating to specified bylaw amendments would be replaced with a majority of the votes present and entitled to vote standard, which is consistent with the general voting standard under Oklahoma law.

The only other provisions in either the Certificate or bylaws that require a voting standard greater than a simple majority of the votes cast are: (i) Paragraph D of Article VII of the Certificate and Section 5.2 of the bylaws that require a majority of the combined voting power of the outstanding shares (i.e., majority of outstanding shares) to remove a director from office; and (ii) Section 4.6 of the bylaws that provides that the general voting standard for actions by the shareholders, unless voting by a greater number of shareholders is required by law or the Certificate, is a majority of the shares represented at a meeting and entitled to vote on a matter at which a quorum is present. Collectively, these three provisions are referred to as the "Non-Supermajority Provisions." These Non-Supermajority Provisions would not be eliminated or amended by the Company Proposal. The voting standard in Paragraph D of Article VII of the Certificate and Section 5.2 of the bylaws is the same as the vote required by Section 1027H of the Oklahoma General Corporation Act for a shareholder vote to remove a director. This will be consistent with the Shareholder Proposal, which requests changes only to the extent in compliance with applicable laws. The majority of the shares represented and entitled to vote standard in Section 4.6 of the bylaws is the default voting standard under Section 1061 of the Oklahoma General Corporation Act and differs from the simple majority of the votes cast standard stated in the Shareholder Proposal only in the way that abstentions are treated. Under Oklahoma law, abstentions are not deemed to be votes cast, and therefore under a simple majority of the votes cast standard, an abstention would have no effect on the vote. Under the majority of the shares represented and entitled to vote standard in Section 4.6 of the bylaws, an abstention would be deemed present and entitled to vote and therefore would be included in the denominator. Accordingly, an abstention would have the effect of a vote against.

Discussion of Reasons for Omission

We hereby respectfully request that the Staff concur in our view that the Shareholder Proposal may be excluded from the 2016 proxy materials pursuant to Rule 14a-8(i)(10). As mentioned above, the Board will consider approving, and recommending to the Company's shareholders for approval at the 2016 Annual Meeting of Shareholders, the Company Proposal that would eliminate the Supermajority Provisions in the Certificate.

We are submitting this no-action request at this time to address the timing requirements of Rule 14a-8. Although the Board has not yet approved the Company Proposal, the Staff has permitted companies to exclude proposals in reliance on Rule 14a-8(i)(10) where the company represents that its board is expected to approve amendments to its charter (subject to approval of the company's shareholders at the next annual meeting) that would substantially implement the shareholder proposal, and then supplements its request for no-action relief by notifying the Staff after the board has approved such amendments. *See e.g., NETGEAR, Inc.* (March 31, 2015); *Applied Materials, Inc.* (December 19, 2008); *Sun Microsystems, Inc.* (August 28, 2008); *H. J. Heinz Company* (May 20, 2008); and *NiSource, Inc.* (March 10, 2008). Accordingly, we will notify the Staff supplementally after the Board has considered the Company Proposal and taken the actions described above.

Rule 14a-8(i)(10) – The Shareholder Proposal May be Omitted Because it Has Been Substantially Implemented.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. Interpreting the predecessor to Rule 14a-8(i)(10), the Commission stated that the rule was "designed to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by the management." *Exchange Act Release No. 12598* (July 7, 1976). To be excluded, the proposal does not need to be implemented in full or exactly as presented by the proponent. Instead the standard for exclusion is substantial implementation. *See Exchange Act Release No. 40018* (May 21, 1998, *n. 30 and accompanying text*); *see also Exchange Act Release No. 20091* (August 16, 1983).

The Staff has stated that, in determining whether a shareholder proposal has been substantially implemented, it will consider whether a company's particular policies, practices and procedures "compare favorably with the guidelines of the proposal," and not where those policies, practices and procedures are embodied. *Texaco, Inc.* (March 28, 1991). *See also, e.g., NetApp, Inc.* (June 10, 2015); *Medtronic, Inc.* (June 13, 2013). The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has satisfied the essential objective of the proposal, even if the company (i) did not take the exact action requested by the proponent, (ii) did not implement the proposal in every detail or (iii) exercised discretion in determining how to

implement the proposal. *See, e.g., Exxon Mobil Corporation* (March 17, 2015; *recon. denied* March 25, 2015); *Exelon Corp.* (February 26, 2010); *Anheuser-Busch Companies, Inc.* (January 17, 2007); *ConAgra Foods, Inc.* (July 3, 2006); *Johnson & Johnson* (February 17, 2006); *Talbots Inc.* (April 5, 2002); *Masco Corp.* (April 19, 1999 and March 29, 1999). In each of these cases, the Staff concurred with the company's determination that the proposal was substantially implemented in accordance with Rule 14a-8(i)(10) when the company had taken actions that included modifications from what was directly contemplated by the proposal, including in circumstances when the company had policies and procedures in place relating to the subject matter of the proposal, or the company had otherwise implemented the essential objective of the proposal.

Under this standard, the Company, following the expected approval of the Company Proposal by the Board, will have substantially implemented the Shareholder Proposal because the amendments in the Company Proposal fulfill the essential objective of the Shareholder Proposal, which is to eliminate supermajority voting provisions in the charter and bylaws. The presence of the Non-Supermajority Provisions that require a slightly different majority vote standard than the majority of the vote cast requested in the Shareholder Proposal do not affect this analysis.

The Board lacks unilateral authority to adopt the amendments to the Certificate that constitute the Company Proposal, but by submitting the Company Proposal to the Company's shareholders at the 2016 Annual Meeting, the Company is addressing the essential objective of the Shareholder Proposal. Accordingly, there is no reason to ask shareholders to vote on a resolution to urge the Board to take action that the Board is already expected to take.

The Staff has, on numerous occasions, including with respect to shareholder proposals that are very similar to the Shareholder Proposal, concurred that a shareholder proposal can be omitted from the proxy statement as substantially implemented under Rule 14a-8(i)(10) when companies have taken actions substantially similar to the Company's actions. *See, e.g., PPG Industries, Inc.* (January 21, 2015); *McKesson Corporation* (April 8, 2011); *Express Scripts, Inc.* (January 28, 2010); *MDU Resources Group, Inc.* (January 16, 2010); *Time Warner Inc.* (February 29, 2008). In this regard, the Staff has consistently granted no-action relief under Rule 14a-8(i)(10) when companies have sought to exclude shareholder proposals requesting elimination of supermajority voting requirements after the board of directors of those companies have taken action to approve (or were expected to approve) the necessary amendments to their respective charters and/or bylaws, and represented that such amendments would be submitted to a vote of shareholders (as applicable) in the next annual meeting. *See, e.g., Applied Materials, Inc.* (December 19, 2008); *Sun Microsystems, Inc.* (August 28, 2008); *H.J. Heinz Company* (May 20, 2008); *NiSource, Inc.* (March 10, 2008). In each of these cases, the Staff granted no-action relief to a company that intended to omit a shareholder proposal that was similar to the

Shareholder Proposal, based on actions by the company's board of directors (and, as applicable, anticipated actions by the company's shareholders) to remove supermajority voting provisions.

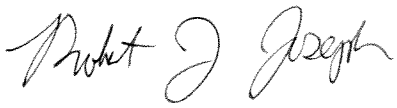
Furthermore, with regard to those provisions of the Company Proposal that, due to Oklahoma law, would result in replacing the supermajority voting standards with a voting standard based on the majority of outstanding shares and the continuation of the Non-Supermajority Provisions, the Staff has provided no-action relief under Rule 14a-8(i)(10) where similar proposals have called for the elimination of provisions requiring "a greater than simple majority vote" in favor of a majority of votes cast standard, and where the company has taken action to amend the governing documents to set shareholder voting thresholds based upon a majority of the company's outstanding shares. *See, e.g., McKesson Corporation* (April 8, 2011); *Celgene Corp.* (April 5, 2010); *Express Scripts, Inc.* (January 28, 2010); *MDU Resources Group, Inc.* (January 16, 2010); *Applied Materials, Inc.* (December 19, 2008); *Sun Microsystems* (August 28, 2008); *NiSource Inc.* (March 10, 2008). Similarly, with respect to the effect under Oklahoma law of deleting the fair price provisions of Article VI and the resulting statutory requirement for approval of 66-2/3% of the Company's outstanding shares to approve a business combination with interested shareholders, the Staff provided no-action relief under Rule 14a-8(i)(10) in a very similar context in *MDU Resources Group, Inc.* (January 16, 2010).

As noted above, the Board is expected to approve, at an upcoming Board meeting, the amendments to the Certificate to eliminate the Supermajority Provisions and will direct that the Company Proposal be submitted to a shareholder vote at the 2016 Annual Meeting of Shareholders. Further, the Company expects to pay its proxy solicitor an amount in excess of $10,000 to assist in the solicitation of proxies for the 2016 annual meeting, including for the Company Proposal. We believe these facts demonstrate the Board's full support for the expected Company Proposal. The Company believes that these actions would achieve the "essential objective" of, and therefore substantially implement, the Shareholder Proposal, so that the Company may properly omit the Shareholder Proposal from the Company's 2016 proxy materials in accordance with Rule 14a-8(i)(10). Accordingly, we respectfully request that the Staff concur that the Shareholder Proposal may be properly omitted from the Company's 2016 proxy materials on the basis of Rule 14a-8(i)(10).

Conclusion

For the reasons given above, we respectfully request that the Staff not recommend any enforcement action from the Commission if the Company omits the Shareholder Proposal from its 2016 proxy materials. If the Staff disagrees with the Company's conclusion to omit the Shareholder Proposal, we request the opportunity to confer with the Staff prior to the final determination of the Staff's position. Notification and a copy of this letter are simultaneously being forwarded to the Proponent.

Sincerely,



Robert J. Joseph

cc: Patricia D. Horn
John Chevedden

Exhibit A

JOHN CHEVEDDEN

*** FISMA & OMB Memorandum M-07-16 *** *** FISMA & OMB Memorandum M-07-16 ***

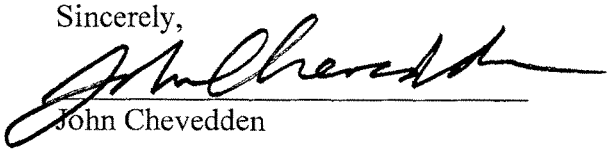
Ms. Patricia D. Horn
Corporate Secretary
OGE Energy Corp. (OGE)
321 N. Harvey
Oklahoma City OK 73101
PH: 405 553-3000
FX: 405-553-3760

Dear Ms. Horn,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is intended as a low-cost method to improve compnay performance. This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal by email to *** FISMA & OMB Memorandum M-07-16 ***

Sincerely,



John Chevedden

November 27, 2015

Date

cc: Brian Alford <alfordbt@oge.com>

[OGE: Rule 14a-8 Proposal, November 27, 2015]

Proposal [4] – Simple Majority Vote

RESOLVED, Shareholders request that our board take the steps necessary so that each voting requirement in our charter and bylaws that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This proposal includes that our board fully support this proposal topic and commit to spend up to $10,000 or more on means, such as special solicitations, as needed in a good faith best effort to obtain the super-high vote required for passage as a binding company proposal.

Our management promised to submit a Simple Majority Vote proposal to a binding shareholder vote at our 2016 annual meeting. This proposal is focused on preventing a possible predicament that up to 79% of our shares will vote in favor – yet the 2016 proposal will fail because a formidable 80% vote is needed.

Shareowners are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements, the target of this proposal, have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. Currently a 1%-minority can frustrate the will of our 79%-shareholder majority. In other words a 1%-minority could have the power to prevent shareholders from improving our corporate governance.

Please vote to enhance shareholder value:

Simple Majority Vote – Proposal [4]

Notes:
John Chevedden, *** FISMA & OMB Memorandum M-07-16 *** sponsors this proposal.

Please note that the title of the proposal is part of the proposal. The title is intended for publication.

If the company thinks that any part of the above proposal, other than the first line in brackets, can be omitted from proxy publication based on its own discretion, please obtain a written agreement from the proponent.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email