

MGE ENERGY INC  
Form 8-K  
May 21, 2010

**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 18, 2010**

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 No.</b> |
|--------------------------------|--|--|
| 000-49965                      | <b>MGE Energy, Inc.</b><br><i>(a Wisconsin Corporation)</i><br>133 South Blair Street<br>Madison, Wisconsin 53703<br><br>(608) 252-7000<br><br>www.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))

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

MGE Energy's Annual Meeting of Shareholders was held on May 18, 2010, in Middleton, Wisconsin. Listed below are the nominees for Class III Directors and the results of the voting.

|                    | Class III Directors - Term Expiring in 2013 |                 |
|--------------------|---|-----------------|
|                    | F. Curtis Hastings                          | James L. Possin |
| For Votes          | 16,625,531                                  | 16,675,000      |
| Withhold Authority | 380,717                                     | 331,248         |
| Shares Not Voted   | 6,107,390                                   | 6,107,390       |

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

| Class II Directors   | Class I Directors    |
|----------------------|----------------------|
| Term Expires in 2012 | Term Expires in 2011 |
| John R. Nevin        | Londa J. Dewey       |
| H. Lee Swanson       | Regina M. Millner    |
| Gary J. Wolter       | Thomas R. Stolper    |

Shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2010. With respect to the ratification of the selection of PricewaterhouseCoopers LLP to act as our independent registered public accounting firm, shareholders voted:

| Voted            | Shares     |
|------------------|------------|
| For              | 19,440,861 |
| Against          | 198,069    |
| Abstained        | 270,183    |
| Shares Not Voted | 3,204,525  |
| Total            | 23,113,638 |



**SIGNATURES**

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

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

Date: May 21, 2010

/s/ Jeffrey C. Newman  
Jeffrey C. Newman

Vice President, Chief Financial Officer,

Secretary and Treasurer