

FIRSTENERGY CORP
Form DEFA14A
May 05, 2016

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

SCHEDULE 14A INFORMATION

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

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

FirstEnergy 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:

76 South Main Street

Akron, Ohio 44308

Rhonda S. Ferguson

Vice President & Corporate Secretary

****** IMPORTANT ******

PLEASE VOTE TODAY

May 5, 2016

Dear FirstEnergy Shareholder:

According to our latest records, we have not received your proxy for the 2016 FirstEnergy Corp. Annual Meeting of Shareholders to be held on May 17, 2016. Your vote is important! Please take time to vote your shares no matter how many shares you own.

Your Board of Directors unanimously recommends that you vote FOR Items 1 through 5:

Elect the 14 director nominees named in the proxy statement (Item 1)

Ratify the appointment of our independent registered public accounting firm for 2016 (Item 2)

Advisory vote to approve named executive officer compensation, also known as Say-on-Pay (Item 3)

Approve a management proposal to amend FirstEnergy Corp.'s Amended Articles of Incorporation and Amended Code of Regulations to replace existing supermajority voting requirements with a majority voting power threshold under certain circumstances (Item 4)

Approve a management proposal to amend FirstEnergy Corp.'s Amended Code of Regulations to implement proxy access (Item 5)

In addition, your Board of Directors unanimously recommends that you vote AGAINST the four shareholder proposals (Items 6 through 9) that appear on this year's agenda. A full explanation of our position on each of these items is available in the proxy statement for the Annual Meeting of Shareholders which can be found at www.firstenergycorp.com/financialreports.

Please take time to vote TODAY. Even if you plan to attend the Annual Meeting of Shareholders in person, please cast your vote as soon as possible. Follow the instructions on the enclosed proxy card/voting instruction form to cast your vote via the Internet, by telephone, or by signing, dating, and returning the enclosed proxy card/voting instruction form in the envelope provided.

Very truly yours,

REMEMBER:

**You can vote your shares via the Internet, by telephone,
or by returning the enclosed proxy card/voting instruction form.**

Please follow the instructions on the enclosed proxy card/voting instruction form.

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

Morrow & Co., LLC

Toll-Free at 1-800-461-0945