

OGE ENERGY CORP.  
Form 4  
March 08, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McQuiston Cristina F

(Last) (First) (Middle)

P.O. BOX 321

(Street)

OKLAHOMA CITY, OK 73101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
OGE ENERGY CORP. [OGE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/07/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP- CIO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock-\$.01 par value per share	03/07/2017		S	1,012.916	D	D	
Common Stock-\$.01 par value per share						I	Retirement Savings

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McQuiston Cristina F P.O. BOX 321 OKLAHOMA CITY, OK 73101			VP- CIO	

## Signatures

Patricia D. Horn                      03/08/2017  
 \*\*Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) \$36.7509. The price reported is a weighted average price. The shares were sold in multiple transactions with prices ranging from \$36.747 to \$36.752. The reporting person undertakes to provide to OGE Energy, any security holder of OGE Energy, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range noted herein.
- (2) The information herein is based on a Retirement Savings Plan Statement dated March 1, 2017. The Retirement Savings Plan Statement indicated the number of units in the Common Stock Fund of the Retirement Savings Plan credited to the participant's account at March 1, 2017 and includes shares credited since reporting person's last table 1 filing that was exempt from reporting pursuant to Rule 16A-3(f)(1)(i)(B). The number of shares of common stock owned at March 1, 2017, was determined by dividing the dollar value of such units by the closing sale price of the common stock on March 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. -size: 10pt">

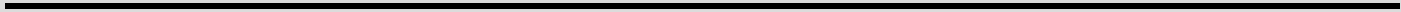
Transaction Summary and Financials

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**Transaction Timeline**

**Transaction Timeline**

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**Financial Performance: Trailing Twelve Month P&L ending 12/31/04**

**Revenue \$2,427 M \$2,042 M Gross Profit \$2,047 M \$1,735 M Gross Margin 84.3% 85.0%**  
**Operating Income \$816 M \$594 M Operating Margin 33.6% 29.1% Non-GAAP Net Income\* \$574 M \$428 M**

\*Non-GAAP Net Income excludes expenses from the amortization of other intangibles from acquisitions, acquired in-process research and development, restructuring charges, and patent settlement charges as well as related income tax benefits. Reconciliation of GAAP to non-GAAP can be found on each company's investor relations website.

**Historical Financials**

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**Financial Performance: Balance Sheet as of 12/31/04**

**Cash \$2,944 M \$2,553 M**

**Deferred Revenue \$1,294 M \$548 M**

**Debt \$0 M \$905 M**

**DSO 4350**

**Headcount 6,3167,587**

**Historical Financials**

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**Revenue Mix: as of Quarter ended 12/31/04 Combined Revenue by Customer Mix**  
**Combined Revenue by Geography**  
**Historical Financials**

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**Guidance** Guidance assumes the transaction closes in early April Revenue expectation of \$5 billion Operating expenses expected to be 55% of revenue Cost synergies of \$100 million \$13 million should be realized in 1Q06, increasing through the year Non-GAAP EPS is expected to be \$0.99, excluding the amortization of deal-related intangibles, the impact of the deferred revenue write-down, restructuring charges, amortization of deferred compensation, and one-time costs associated with the merger The transaction is expected to be accretive as compared to Thomson Financial First Call mean estimate of \$0.98 on December 16, 2004 for Symantec in fiscal year 2006

**Guidance**

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**Investment Merits**

Addresses customers' desire to reduce the complexity and cost of managing their IT infrastructure  
Broadens product portfolio across heterogeneous platforms and across all tiers of the IT infrastructure  
Combines two market leading software companies and creates the fastest growing large software company  
Significantly expands total market opportunity from \$35 billion to \$56 billion in 2007  
Complementary sales and channel coverage drive revenue opportunities  
Strong financials and cash flow from operations

**Investment Merits**

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**Thank You**