

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

Date of Report (Date of Earliest Event Reported): April 7, 2016 (April 6, 2016)

**EVERSOURCE ENERGY**

(Exact name of registrant as specified in its charter)

Massachusetts

001-5324

04-2147929

(State or other  
jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

300 Cadwell Drive

Springfield, Massachusetts

01104

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(413) 785-5871**

Not Applicable

Former name or former address, if changed since last report

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 6, 2016, the Board of Trustees (the "Board") of Eversource Energy (the "Company") announced the appointment of James J. Judge as the Company's President and Chief Executive Officer, to be effective immediately following the close of the Annual Meeting of Shareholders to be held May 4, 2016. It is expected that following the Annual Meeting Mr. Judge will join the Board of Trustees to fill an existing vacancy. Mr. Judge succeeds Thomas J. May, who will retire as President and Chief Executive Officer, also effective immediately following the close of the Annual Meeting. Mr. May will remain a Trustee of the Company and will be appointed non-executive Chairman of the Board.

In connection with Mr. Judge's appointment as the Company's President and Chief Executive Officer on May 4, 2016, his annual base salary will be increased to \$1.2 million and his target award level under the 2016 Annual Incentive Plan will be increased to 115% of base salary.

Mr. Judge has served as Executive Vice President and Chief Financial Officer of Eversource Energy, The Connecticut Light and Power Company, NSTAR Electric Company, NSTAR Gas Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company, Yankee Gas Services Company and Eversource Energy Service Company and as a Director of The Connecticut Light and Power Company, Public Service Company of New Hampshire, Western Massachusetts Electric Company, Yankee Gas Services Company and Eversource Energy Service Company since April 10, 2012 and of NSTAR Electric Company and NSTAR Gas Company since September 27, 1999. Previously, Mr. Judge served as Senior Vice President and Chief Financial Officer of NSTAR, NSTAR Electric Company and NSTAR Gas Company from 1999 until April 2012. The information regarding the business experience and background of Mr. Judge is incorporated by reference to the information set forth in the section titled "Executive Officers of the Registrant" of the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2015, as filed with the Securities and Exchange Commission (the "SEC") on February 26, 2016. The information regarding Mr. Judge's compensation arrangements with the Company is incorporated by reference to the relevant information set forth in the Company's proxy statement for its 2016 Annual Meeting of Shareholders as filed with the SEC on March 24, 2016. There is no arrangement or understanding between Mr. Judge and any other person pursuant to which he is to be appointed President and Chief Executive Officer. There are no transactions involving Mr. Judge requiring disclosure under Item 404(a) of Regulation S-K of the SEC.

**Item 8.01. Other Events**

On April 6, 2016, the Company issued a press release announcing Mr. May's retirement as President and Chief Executive Officer, Mr. Judge's appointment as President and Chief Executive Officer and Mr. May's appointment as non-executive Chairman of the Board, all effective following the close of the 2016 Annual Meeting of Shareholders, which press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                |
|--------------------|---|
| 99.1               | Press Release of the Company dated April 6, 2016. |

## 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.

April 7, 2016

**EVERSOURCE ENERGY**  
(Registrant)

/s/ GREGORY B. BUTLER

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Name: Gregory B. Butler  
Title: Senior Vice President and General  
Counsel

## Exhibit Index

**Exhibit  
Number**

**Description**

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99.1

Press Release of the Company dated April 6, 2016.



## **Eversource Energy Announces Leadership Changes Effective May 4, 2016**

### **Eversource Energy Chairman, CEO and President Tom May to Retire; Jim Judge Named President and CEO**

**HARTFORD, Conn. and BOSTON, Mass. (April 6, 2016)** – Eversource Energy (NYSE: ES) today announced that Tom May will retire as president and chief executive officer and will become Non-executive Chairman of the Board after the Company’s Annual Shareholders Meeting on May 4, 2016. As part of the company’s leadership succession plan, Jim Judge, the company’s Chief Financial Officer, will succeed May as president and chief executive officer. Judge will become a member of the Board and is expected to be elected as Chair of the Board at the Company’s annual meeting in 2017.

May’s decision to retire will bring to a close a remarkable career spanning 40 years of continuous service with the company, including 22 years as CEO of Boston Edison, NSTAR, Northeast Utilities, and Eversource Energy.

Under Tom May’s leadership, the management team and employees have delivered a consistent track record of strong performance for customers and shareholders. The company has grown from a business of 600,000 customers in Eastern MA with a market capitalization of \$1 billion in 1994 to one with more than 3.6 million customers throughout MA, CT and NH with a market capitalization of over \$18 billion today. Shareholders experienced 19 consecutive years of positive total shareholder returns and earnings growth that has consistently outperformed the industry.

Jim Judge is executive vice president and chief financial officer for Eversource, having assumed that position upon the merger between Northeast Utilities and NSTAR in 2012. Formerly, Judge served as chief financial officer for NSTAR and Boston Edison since 1995 and throughout his 38 year career with the company has had extensive leadership responsibility for finance, accounting, strategic planning, energy supply and information technology. Judge holds both a master’s degree and bachelor of science in business administration from Babson College and serves on the Boards of Analogic Corporation headquartered in Peabody, MA and the United Way of Massachusetts Bay.

“I’ve known and worked with Jim for 38 years and he has been pivotal to the company’s success as CFO over the last 20 years,” said May. “I have every confidence in his ability to successfully lead Eversource into the future. His extensive experience in our industry, passion for our customers, leadership skills, and focus on results make him the ideal person to lead the company going forward. “

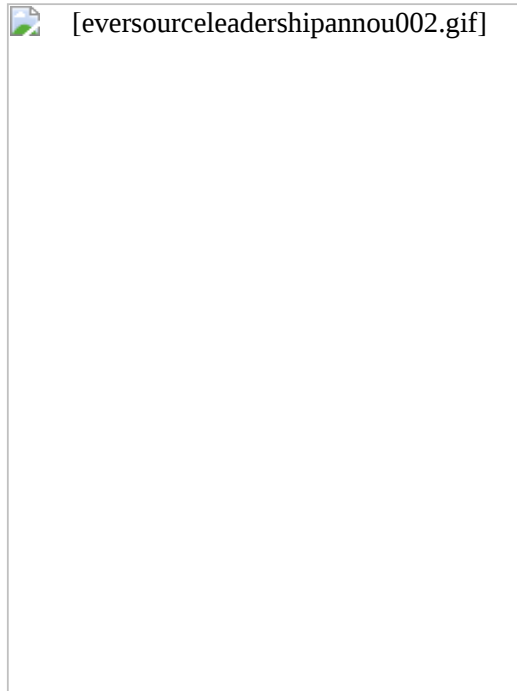
“I am honored to assume leadership of Eversource and work with a strong management team and dedicated employees who are committed to delivering safe, reliable and affordable energy to our customers. Service and reliability levels today are among the top tier of the utility industry nationally. I look forward to working with state leaders in addressing the energy challenges facing New England, furthering our charitable commitment to the communities we serve, and bringing positive results to shareholders,” said Judge. “We will carry on the service oriented and performance culture that Tom instilled over 22 years as chief executive officer.”

(more)

On behalf of the company's board of directors, Sanford Cloud, Lead Trustee, said, "Tom May has been an extraordinary leader for more than two decades as chief executive. He has delivered superior results in every category – customer, financial, operations, safety, and community. We thank him for his outstanding leadership and are delighted that he will continue to serve our shareholders as non-executive chairman of our board."

Chad Gifford, Chair of the Succession Planning Committee said, "Jim is an extremely capable executive who will continue to provide strong leadership to Eversource and deliver results for our customers and shareholders. Jim has worked effectively with the Board over the past four years as a key member of our senior team. We are very pleased that he will succeed Tom as chief executive officer."

Jim Judge will remain in his role as Eversource CFO until a successor is named.



James J. Judge

*Eversource (NYSE: ES) transmits and delivers electricity and natural gas for more than 3.6 million electric and natural gas customers in Connecticut, Massachusetts and New Hampshire. Eversource harnesses the commitment of its approximately 8,000 employees across three states to build a single, united company around the mission of delivering reliable energy and superior customer service. For more information, please visit our website ([www.eversource.com](http://www.eversource.com)) and follow us on Twitter ([@EversourceCorp](https://twitter.com/EversourceCorp)) and Facebook ([facebook.com/EversourceEnergy](https://facebook.com/EversourceEnergy)).*

(more)

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