

**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): **February 2, 2022**



**Commission File Number: 1-11607**

**DTE Energy Company**

**Michigan**

(State or other jurisdiction of incorporation or organization)

**38-3217752**

(I.R.S Employer Identification No.)

**Registrants address of principal executive offices: One Energy Plaza, Detroit, Michigan 48226-1279**

**Registrants telephone number, including area code: (313) 235-4000**

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on which Registered</u>
Common stock, without par value	DTE	New York Stock Exchange
2017 Series E 5.25% Junior Subordinated Debentures due 2077	DTW	New York Stock Exchange
2019 6.25% Corporate Units	DTP	New York Stock Exchange
2020 Series G 4.375% Junior Subordinated Debentures due 2080	DTB	New York Stock Exchange
2021 Series E 4.375% Junior Subordinated Debentures due 2081	DTG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under Exchange Act (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

**Annual Incentive Plan**

On February 2, 2022, the Organization and Compensation Committee (the O&C Committee) of the Board of Directors of DTE Energy Company (DTE Energy or the Company) approved 2022 performance measures, weightings and metrics under the Company's Annual Incentive Plan (AIP).

The following table summarizes the annual measures for 2022 under the AIP for executive officers of the Company in determining their total annual incentive award:

<b><u>Measures</u></b>	<b><u>Weight</u></b>
DTE Energy Operating Earnings Per Share	20%
DTE Energy Cash From Operations	20%
Customer Satisfaction Score	12%
Michigan Public Service Commission (MPSC) Customer Complaints	8%
DTE Energy Employee Engagement-Gallup	5%
DTE Energy Safety Performance	10%
Utility Operating Excellence Index	25%

The following table summarizes the annual measures for 2022 under the AIP for executive officers of DTE Electric Company (DTE Electric) in determining their total annual incentive award:

<b><u>Measures</u></b>	<b><u>Weight</u></b>
DTE Energy Operating Earnings Per Share	10%
DTE Electric Operating Earnings	15%
DTE Electric Cash From Operations	15%
Customer Satisfaction Score	12%
Michigan Public Service Commission (MPSC) Customer Complaints	8%
DTE Electric Employee Engagement-Gallup	5%
DTE Electric/Energy Safety Performance	10%
Utility Operating Excellence Index	25%

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The following table summarizes the annual measures for 2022 under the AIP for executive officers of DTE Vantage in determining their total annual incentive award:

<u>Measures</u>	<u>Weight</u>
DTE Energy Operating Earnings Per Share	10%
DTE Vantage Operating Earnings	35%
DTE Vantage Cash From Operations	5%
DTE Vantage Employee Engagement-Gallup	5%
DTE Vantage/Energy Safety Performance	10%
DTE Vantage Business Development Index	35%

Based on market comparisons, each officer position is assigned a target award expressed as a percentage of base salary. For 2022, targets for DTE Energy, DTE Electric and DTE Vantage's named executive officers (executive officers who will appear in the summary compensation table of DTE Energy's 2022 Proxy Statement) range from 75% to 125%, including Mr. Norcia, the Company's President and Chief Executive Officer. Award amounts paid to each AIP participant are determined as follows: (1) the executive's most recent year-end base salary is multiplied by an AIP target percentage to arrive at the target award; (2) the overall performance payout percentage, which can range from 0% to 200%, is determined based on final results compared to threshold, target and maximum levels for each objective; and (3) the target award is then multiplied by the performance payout percentage to arrive at the final award amount.

### **Long-Term Incentive Plan**

On February 2, 2022, the O&C Committee approved 2024 performance measures, weightings and metrics for executive officers, including the named executive officers, under the DTE Energy Company Long Term Incentive Plan (LTIP). The LTIP, which was approved by our shareholders, rewards long-term growth and profitability by providing a vehicle through which officers, other key employees and outside directors may receive stock based compensation. Stock-based compensation directly links individual performance with shareholder interests. Based on market comparisons, each officer position is assigned a target award expressed as a percentage of base salary. The target award may be modified by the O&C Committee and is then delivered in the form of restricted stock and performance shares. For long term incentive awards granted in 2022, which pay out in 2025, targets for these officers range from 175% to 510%, including the President and Chief Executive Officer.

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**Performance shares:** Performance shares entitle the executive to receive a specified number of shares, or a cash payment equal to the fair market value of the shares, or a combination thereof, depending on the level of achievement of performance measures. The performance measurement period for the 2024 award is January 1, 2022 through December 31, 2024. Payments earned under the 2024 award can range from 0% to 200% of target, based upon achievement of performance measures. The two measures and weightings for executive officers of DTE Energy and DTE Electric are: (1) total shareholder return vs. total shareholder return of peer group companies (80%) and (2) DTE Energy 3-year cumulative operating EPS (20%). The three measures and weightings for executive officers of DTE Vantage are: (1) total shareholder return vs. total shareholder return of peer group companies (40%); (2) DTE Energy 3-year cumulative operating EPS (10%) and (3) DTE Vantage long-range earnings growth (50%). Performance measure changes for the 2024 award include increasing the total shareholder return target and maximum to 55th and 80th percentile (versus 50th and 75th percentile), respectively, and introducing 3-year cumulative operating EPS as a new performance measure. These changes were made in support of DTE's overall pay for performance philosophy.

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

(d) Exhibits

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## 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.

Date: February 8, 2022

DTE Energy Company  
(Registrant)

/s/Diane M. Antishin

Diane M. Antishin

Vice President - Human Resources and Chief Diversity and Inclusion  
Officer