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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): December 17, 2018**

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**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**

(Exact Name of Registrant as Specified in Charter)

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**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**1-31383**  
(Commission  
File Number)

**61-1414604**  
(IRS Employer  
Identification No.)

**5400 Westheimer Court**  
**Houston, Texas 77056**  
(Address of Principal Executive Offices) (Zip Code)

**(713) 627-5400**  
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (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.

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

On December 17, 2018, Enbridge Energy Management, L.L.C. (“EEQ”) held a special meeting of its shareholders (the “EEQ Special Meeting”) to consider and vote on the proposals described below. At the close of business on November 5, 2018, the record date for the EEQ Special Meeting, there were 98,611,085 EEQ shares outstanding and entitled to vote at the EEQ Special Meeting. Pursuant to EEQ’s limited liability company agreement (the “EEQ LLC Agreement”), Enbridge Inc. (“Enbridge”) and its affiliates are not allowed to vote the approximately 11.5 million EEQ Listed Shares and approximately 7.4 EEQ Voting Shares owned by them with respect to the EEQ Merger Proposal (Proposal 1), the Waiver Proposal (Proposal 2) and the EEQ LLC Agreement Amendment Proposal (Proposal 3), each as defined below, and thus were not counted for purposes of establishing a quorum. Holders of 83,996,442 outstanding EEQ shares (including EEQ shares owned by Enbridge and its affiliates), and holders of 72,472,119 outstanding EEQ shares (excluding EEQ shares owned by Enbridge and its affiliates), representing a like number of votes, were present at the EEQ Special Meeting, either in person or by proxy, which number constituted a quorum.

At the EEQ Special Meeting, the EEQ shareholders considered and voted upon the following proposals (as described in detail in EEQ’s definitive proxy statement filed with the Securities and Exchange Commission on November 9, 2018):

- Proposal 1: to approve the Agreement and Plan of Merger (the “EEQ Merger Agreement”), dated as of September 17, 2018, by and among EEQ, Enbridge, Winter Acquisition Sub I, Inc. and, solely for the purposes of Article I, Section 2.4 and Article X therein, Enbridge Energy Company, Inc. (the “EEQ Merger Proposal”).
- Proposal 2: to waive Section 9.01(a)(v) of the EEQ LLC Agreement in connection with the merger provided for in the EEQ Merger Agreement (the “Waiver Proposal”).
- Proposal 3: to adopt an amendment to the EEQ LLC Agreement (a form of which is attached as Exhibit A to the EEQ Merger Agreement) to increase certain voting rights to which the record holders of all of the outstanding EEQ Listed Shares are entitled (“EEQ LLC Agreement Amendment Proposal”).
- Proposal 4: to approve the adjournment of the EEQ Special Meeting from time to time, if necessary to solicit additional proxies if there are not sufficient votes to approve the EEQ Merger Proposal, the Waiver Proposal or the EEQ LLC Agreement Amendment Proposal at the time of the EEQ Special Meeting (the “EEQ Adjournment Proposal”).
- Proposal 5: to approve the Agreement and Plan of Merger (the “EEP Merger Agreement”), dated as of September 17, 2018, by and among Enbridge Energy Partners, L.P. (“EEP”), Enbridge Energy Company, Inc., EEQ, Enbridge, Enbridge (U.S.) Inc., Winter Acquisition Sub II, LLC and, solely for the purposes of Article I, Article II and Article XI therein, Enbridge US Holdings Inc., in order to determine how the EEP i-units will be voted at the special meeting in which the EEP unitholders will vote (the “EEP Special Meeting”) on the proposal to approve the EEP Merger Agreement (the “EEP Merger Proposal”).
- Proposal 6: to approve the adjournment of the EEP Special Meeting from time to time, if necessary to solicit additional proxies if there are not sufficient votes to approve the EEP Merger Agreement at the time of the EEP Special Meeting, in order to determine how the EEP i-units will be voted at the EEP Special Meeting on the proposal to approve the EEP Merger Agreement (the “EEP Adjournment Proposal”).

Approval of the EEQ Merger Proposal (Proposal 1), the Waiver Proposal (Proposal 2) and the EEQ LLC Agreement Amendment Proposal (Proposal 3) required the affirmative vote of holders of a majority of the outstanding EEQ Listed Shares (other than EEQ Listed Shares held by Enbridge and its affiliates). The EEQ Adjournment Proposal (Proposal 4) required the affirmative vote of holders of a majority of the outstanding EEQ shares.

A tally of the voting results for each such proposal is set forth below. The vote tallies for Proposals 1-3 exclude Listed Shares owned by Enbridge and its affiliates.

#### Proposal 1: Approval of the EEQ Merger Proposal

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
50,306,482	4,612,008	17,553,629

#### Proposal 2: Approval of the Waiver Proposal

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
50,350,343	4,558,768	17,563,008

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**Proposal 3: Approval of the EEQ LLC Agreement Amendment Proposal**

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
50,333,335	4,591,041	17,547,743

**Proposal 4: Approval of the EEQ Adjournment Proposal**

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
61,696,600	4,731,127	17,568,715

**Proposal 5: Approval of the EEP Merger Proposal**

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
61,808,707	4,618,066	17,569,669

**Proposal 6: Approval of the EEP Adjournment Proposal**

<u>Votes</u> <u>Approving</u>	<u>Votes</u> <u>Disapproving</u>	<u>Votes</u> <u>Abstaining</u>
61,803,668	4,628,460	17,564,314

**ITEM 8.01 Other Events.**

On December 17, 2018, EEP and EEQ issued a joint press release announcing the results of the EEP Special Meeting and the EEQ Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
99.1	<a href="#">Joint Press Release of Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C., dated as of December 17, 2018.</a>

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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, thereunto duly authorized.

**ENBRIDGE ENERGY MANAGEMENT, L.L.C.**  
**(Registrant)**

Date: December 18, 2018

By: /s/ Allen C. Capps  
Allen C. Capps  
*Controller*  
*(Duly Authorized Officer)*

**Enbridge Energy Partners, L.P. and Enbridge Energy Management, L.L.C. Announce Approval of Proposed Mergers with Enbridge Inc.**

**HOUSTON, December 17, 2018** – Enbridge Energy Partners, L.P. (NYSE: EEP) (EEP or the Partnership) and Enbridge Energy Management, L.L.C. (NYSE: EEQ) (EEQ) today announced that EEP unitholders and EEQ shareholders, at special meetings held earlier today, respectively approved the previously announced separate merger agreements with respect to the merger (the EEP Merger) of EEP with a wholly owned subsidiary of Enbridge Inc. (TSX:ENB) (NYSE: ENB) (Enbridge), and the merger (the EEQ Merger) of EEQ with a wholly owned subsidiary of Enbridge, respectively.

Subject to customary closing conditions in the respective merger agreements, both the EEP Merger and the EEQ Merger are expected to close on December 20, 2018.

Pursuant to the Agreement and Plan of Merger, dated as of September 17, 2018, for the EEP Merger, Enbridge (through a wholly owned subsidiary) will acquire all of the outstanding public Class A common units of EEP, resulting in EEP becoming an indirect, wholly owned subsidiary of Enbridge. At the closing, each public Class A unit common of EEP will be exchanged for 0.335 common shares of Enbridge.

Pursuant to the Agreement and Plan of Merger, dated as of September 17, 2018, for the EEQ Merger, Enbridge (through a wholly owned subsidiary) will acquire all outstanding public Listed Shares of EEQ, resulting in EEQ becoming a direct, wholly owned subsidiary of Enbridge. At the closing, each public Listed Share of EEQ will be exchanged for 0.335 common shares of Enbridge.

A final report of the voting results for the EEP Merger will be made available on an EEP Current Report on Form 8-K filed on EDGAR at [www.sec.gov](http://www.sec.gov), and a final report of the voting results for the EEQ Merger will be made available on an EEQ Current Report on Form 8-K filed on EDGAR at [www.sec.gov](http://www.sec.gov).

**Forward Looking Statements**

*This news release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward looking statements are based on the beliefs and assumptions of Enbridge, EEP, EEQ, Spectra Energy Partners, LP (“SEP”), and Enbridge Income Fund Holdings Inc. (“ENF” and, together with EEP, EEQ and SEP, the “Sponsored Vehicles”). These forward-looking statements are identified by terms and phrases such as: anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will, potential, forecast and similar expressions and include, but are not limited to, statements regarding the expected closing, consummation, completion, timing and benefits of the acquisitions of the Sponsored Vehicles (collectively, the “Proposed Transactions”), the expected synergies and equity holder value to result from the combined companies, the expected levels of cash distributions or dividends by the Sponsored Vehicles to their respective*

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shareholders or unitholders, the expected levels of dividends by Enbridge to its shareholders, the expected financial results of Enbridge and its Sponsored Vehicles and their respective affiliates, and the future credit ratings, financial condition and business strategy of Enbridge, its Sponsored Vehicles and their respective affiliates.

Although Enbridge and its Sponsored Vehicles believe these forward-looking statements are reasonable based on the information available on the date such statements are made and processes used to prepare the information, such statements are not guarantees of future performance and readers are cautioned against placing undue reliance on forward-looking statements. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties and other factors, which may cause actual results, levels of activity and achievements to differ materially from those expressed or implied by such statements. Material assumptions include assumptions about the following: the expected supply of and demand for crude oil, natural gas, natural gas liquids ("NGL") and renewable energy; prices of crude oil, natural gas, NGL and renewable energy; exchange rates; inflation; interest rates; availability and price of labor and construction materials; operational reliability; customer and regulatory approvals; maintenance of support and regulatory approvals for projects; anticipated in-service dates; weather; the timing and closing of dispositions; the realization of anticipated benefits and synergies of the Proposed Transactions; governmental legislation; acquisitions and the timing thereof; the success of integration plans; impact of capital project execution on future cash flows; credit ratings; capital project funding; expected earnings; expected future cash flows; and estimated future dividends. Assumptions regarding the expected supply of and demand for crude oil, natural gas, NGL and renewable energy, and the prices of these commodities, are material to and underlie all forward-looking statements, as they may impact current and future levels of demand for Enbridge's and its Sponsored Vehicles' services. Similarly, exchange rates, inflation and interest rates impact the economies and business environments and may impact levels of demand for Enbridge's and its Sponsored Vehicles' services and cost of inputs, and are therefore inherent in all forward looking statements. Due to the interdependencies and correlation of these macroeconomic factors, the impact of any one assumption on a forward-looking statement cannot be determined with certainty, particularly with respect to the impact of the Proposed Transactions, expected earnings and cash flow or estimated future dividends.

Forward looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted. There are a number of important factors that could cause actual results to differ materially from those indicated in any forward looking statement including, but not limited to: the risk that the Proposed Transactions do not occur; negative effects from the pendency of the Proposed Transactions; the ability to realize expected cost savings and benefits from the Proposed Transactions; the timing to consummate the Proposed Transactions; whether the Sponsored Vehicles or Enbridge will produce sufficient cash flows to provide the level of cash distributions they expect with respect to their respective units or shares; outcomes of litigation and regulatory investigations, proceedings or inquiries; operating performance of Enbridge and its Sponsored Vehicles; regulatory parameters regarding Enbridge and its Sponsored Vehicles; other Enbridge dispositions; project approval and support; renewals of rights of way; weather, economic and competitive conditions; public opinion; changes in tax laws and tax rates; changes in trade agreements, exchange rates, interest rates, commodity prices, political decisions and supply of and demand for commodities; and any other risks and uncertainties discussed herein or in Enbridge's or its Sponsored Vehicles' other filings with Canadian and United States securities regulators. All forward-looking statements in this communication are made as of the date hereof and, except to the extent required by applicable law, neither Enbridge nor any of the Sponsored Vehicles assume any obligation to publicly update or revise any forward looking statements made in this communication or otherwise, whether as a result of new information, future

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events or otherwise. All subsequent forward looking statements, whether written or oral, attributable to Enbridge, its Sponsored Vehicles or persons acting on their behalf, are expressly qualified in their entirety by these cautionary statements. The factors described above, as well as additional factors that could affect Enbridge's or any of its Sponsored Vehicles' respective forward looking statements, are described under the headings "Risk Factors" and "Cautionary Statement Regarding Forward Looking Information" in Enbridge's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the U.S. Securities and Exchange Commission ("SEC") and Canadian securities regulators on February 16, 2018, each of EEP's, EEQ's and SEP's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which were filed with the SEC on February 16, 2018, ENF's Management's Discussion and Analysis for the year ended December 31, 2017, which was filed with Canadian securities regulators on February 16, 2018, and in Enbridge's and its Sponsored Vehicles' respective other filings made with the SEC and Canadian securities regulators, which are available via the SEC's website at <http://www.sec.gov> and at <http://www.sedar.com>, as applicable.

#### **Additional Information about Enbridge and the Proposed Transactions and Where to Find It**

This communication may be deemed solicitation material in respect of the Proposed Transactions. The registration statements of Enbridge in respect of the EEP, EEQ and SEP transactions were declared effective on November 9, 2018 and definitive proxy statements/consent statements, along with the applicable written consents or forms of proxy, of EEP, EEQ and SEP were filed with the SEC on November 9, 2018 and mailed to the respective security holders of EEP, EEQ and SEP on or about November 13, 2018. **INVESTORS AND SECURITY HOLDERS OF ENBRIDGE AND ITS SPONSORED VEHICLES ARE URGED TO READ THE APPLICABLE REGISTRATION STATEMENT, DEFINITIVE PROXY OR CONSENT SOLICITATION STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT ARE OR WILL BE FILED WITH THE SEC OR CANADIAN SECURITIES REGULATORS, AS APPLICABLE, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTIONS.** Investors, shareholders and unitholders can obtain free copies of such documents containing important information about Enbridge and its Sponsored Vehicles, through the website maintained by the SEC at <http://www.sec.gov> or with Canadian securities regulators through the SEDAR website at <http://www.sedar.com>, as applicable. Copies can also be obtained, without charge, by directing a request to Enbridge Inc., 200, 425 – 1st Street S.W., Calgary, Alberta, Canada T2P 3L8, Attention: Investor Relations.

#### **Participants in the Solicitations**

Enbridge, each of its Sponsored Vehicles, and certain of their respective directors and executive officers, may be deemed participants in the solicitation of consents or proxies from the holders of equity securities of the Sponsored Vehicles in connection with the Proposed Transactions. Information about the directors and executive officers of Enbridge is set forth in its definitive proxy statement filed with the SEC on April 5, 2018. Information about the directors and executive officers of EEP, EEQ and SEP is set forth in EEP's, EEQ's and SEP's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, respectively, each of which was filed with the SEC on February 16, 2018. Information about the directors and executive officers of ENF is set forth in ENF's Annual Information Form for the fiscal year ended December 31, 2017, which was filed with Canadian securities regulators on February 16, 2018. Each of these documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in any consent or proxy solicitation with respect to the Proposed Transactions and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the relevant definitive proxy or consent statement/prospectus filed by Enbridge/EEP/EEQ and SEP with the SEC on November 9, 2018.

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***About Enbridge Energy Partners, L.P.***

*Enbridge Energy Partners, L.P. owns and operates a diversified portfolio of crude oil transportation systems in the United States. Its principal crude oil system is the largest pipeline transporter of growing oil production from western Canada and the North Dakota Bakken formation. The system's deliveries to refining centers and connected carriers in the United States account for approximately 25 percent of total U.S. oil imports. Enbridge Energy Partners, L.P. is traded on the New York Stock Exchange under the symbol EEP; information about the partnership is available on its website at [www.enbridgepartners.com](http://www.enbridgepartners.com).*

***About Enbridge Energy Management, L.L.C.***

*Enbridge Energy Management, L.L.C. manages the business and affairs of the Partnership, and its sole asset is an approximate 21 percent limited partner interest in the Partnership. Enbridge Energy Company, Inc., an indirect wholly owned subsidiary of Enbridge Inc. of Calgary, Alberta, Canada (NYSE: ENB) (TSX: ENB) is the general partner of the Partnership and holds an approximate 35 percent interest in the Partnership. Enbridge Management is the delegate of the general partner of the Partnership.*

**FOR FURTHER INFORMATION PLEASE CONTACT:**

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