Section 1: 8-K (8-K)

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): November 29, 2018

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	I.R.S. Employer Identification No.
333-21011	FIRSTENERGY CORP. (An Ohio Corporation) 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	34-1843785

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.):

[ ] 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. ☐

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

As previously announced, on March 31, 2018 FirstEnergy Solutions Corp. (FES), all of its subsidiaries, and FirstEnergy Nuclear Operating Company (collectively, the FES Debtors), each wholly owned subsidiaries of FirstEnergy Corp. (FirstEnergy), voluntarily filed petitions for relief under Chapter 11 of the U.S. Bankruptcy Code with the U.S. Bankruptcy Court for the Northern District of Ohio in Akron (the Bankruptcy Court).

On November 29, 2018, the FES Board of Directors adopted the FirstEnergy Solutions Corp. 2019 Annual Incentive Program (the 2019 FES AIP), in which FES President Donald Schneider, who is deemed a named executive officer of FirstEnergy, participates. The 2019 FES AIP provides cash incentive awards to employees of FES whose contributions support the successful achievement of financial and operational key performance indicators of FES (FES KPIs) for the performance period of January 1, 2019 through December 31, 2019. Participants in the 2019 FES AIP will not participate in the FES 2019 Short-Term Incentive Program.

Under the 2019 FES AIP, FES KPI goals are intended to drive FES' financial success, and the nature, number, weighting and targeted achievement levels of the FES KPIs are at the discretion of the FES Board of Directors. Cash award incentive targets are based on a percentage of base salary, subject to a performance adjustment beginning at 50% of target opportunity at threshold performance levels and up to 200% of target opportunity for stretch level performance. If the threshold performance is not achieved, the AIP award is not paid.

A portion (75%) of estimated awards under the 2019 FES AIP are paid after each quarter end based on quarterly performance results, subject to recalculation and adjustment following year end for actual performance. Awards will be prorated for new hires, employees who transition to a position with an affiliate of FirstEnergy or an otherwise non-eligible position within FES, retirement, death, disability, or a qualifying severance in connection with a sale of a facility; awards will be forfeited upon voluntary separation or termination for cause. Further, awards are subject to the FES Board of Directors' negative discretion to adjust awards downwards, who may also amend or terminate the 2019 FES AIP at any time.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the FES 2019 Annual Incentive Plan, a copy of which is included as Exhibit 10.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	FirstEnergy Solutions Corp. 2019 Annual Incentive Program

Forward-Looking Statements: This Form 8-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 based on information currently available to management. Such statements are subject to certain risks and uncertainties and readers are cautioned not to place undue reliance on these forward-looking statements. These statements include declarations regarding management's intents, beliefs and current expectations. These statements typically contain, but are not limited to, the terms “anticipate,” “potential,” “expect,” "forecast," "target," "will," "intend," “believe,” "project," “estimate," "plan" and similar words. Forward-looking statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, which may include the following: the ability to successfully execute an exit of commodity-based generation that minimizes cash outflows and associated liabilities, including, without limitation, the losses, guarantees, claims and other obligations of FirstEnergy Corp. (FE), together with its consolidated subsidiaries (FirstEnergy), as such relate to the entities previously consolidated into FirstEnergy, including FirstEnergy Solutions Corp. (FES), its subsidiaries, and FirstEnergy Nuclear Operating Company (FENOC), which have filed for bankruptcy protection (FES Bankruptcy); the risks that conditions to the definitive settlement agreement with respect to the FES Bankruptcy may not be met or that the settlement agreement may not be otherwise consummated, and if so, the potential for litigation and payment demands against FirstEnergy by FES, FENOC or their creditors; the risks associated with the FES Bankruptcy that could adversely affect FirstEnergy, its liquidity or results of operations; the accomplishment of our regulatory and operational goals in connection with our transmission and distribution investment plans; changes in assumptions regarding economic conditions within our territories, assessment of the reliability of our transmission and distribution system, or the availability of capital or other resources supporting identified transmission and distribution investment opportunities; the ability to accomplish or realize anticipated benefits from strategic and financial goals, including, but not limited to, our strategy to operate as a fully regulated business and to grow the Regulated Distribution and Regulated Transmission segments to continue to reduce costs through FE Tomorrow, FirstEnergy’s initiative launched in late 2016 to identify its optimal organizational structure and properly align corporate costs and systems to efficiently support a fully regulated company going forward, and other initiatives, and to improve our credit metrics and strengthen our balance sheet; the risks and uncertainties associated with litigation, arbitration, mediation and like proceedings; the uncertainties associated with the sale, transfer or deactivation of our remaining commodity-based generating units, including the impact on vendor commitments, and as it relates to the reliability of the transmission grid, the timing thereof; the uncertainty of the timing and amounts of the capital expenditures that may arise in connection with any litigation, including New Source Review litigation, or potential regulatory initiatives or rulemakings; changes in customers' demand for power, including, but not limited to, changes resulting from the implementation of state and federal energy efficiency and peak demand reduction mandates; economic and weather conditions affecting future sales, margins and operations, such as significant weather events, and all associated regulatory events or actions; changes in national and regional economic conditions affecting FirstEnergy and/or our major industrial and commercial customers, and other counterparties with which we do business; the impact of labor disruptions by our unionized workforce; the risks associated with cyber-attacks and other disruptions to our information technology system that may compromise our generation, transmission and/or distribution services and data security breaches of sensitive data, intellectual property and proprietary or personally identifiable information regarding our business, employees, shareholders, customers, suppliers, business partners and other individuals in our data centers and on our networks; the impact of the regulatory process and resulting outcomes on the matters at the federal level and in the various states in which we do business, including, but not limited to, matters related to rates; the impact of the federal regulatory process on Federal Energy Regulatory Commission (FERC) regulated entities and transactions, in particular FERC regulation of PJM Interconnection, L.L.C. (PJM) wholesale energy and capacity markets and cost-of-service rates, as well as FERC’s compliance and enforcement activity, including compliance and enforcement activity related to North American Electric Reliability Corporation’s mandatory reliability standards; the uncertainties of various cost recovery and cost allocation issues resulting from American Transmission Systems, Incorporated's realignment into PJM; the ability to comply with applicable state and federal reliability standards and energy efficiency and peak demand reduction mandates; other legislative and regulatory changes, including the federal administration's required review and potential revision of environmental requirements, including, but not limited to, the effects of the United States Environmental Protection Agency's Clean Power Plan, Coal Combustion Residuals, and Cross State Air Pollution Rule programs, including our estimated costs of compliance, Clean Water Act (CWA) waste water effluent limitations for power plants, and CWA 316(b) water intake regulation; changing market conditions that could affect the measurement of certain liabilities and the value of assets held in our pension trusts and other trust funds, and cause us and/or our subsidiaries to make additional contributions sooner, or in amounts that are larger, than currently anticipated; the impact of changes to significant accounting policies; the impact of any changes in tax laws or regulations, including the Tax Cuts and Jobs Act, adopted December 22, 2017, or adverse tax audit results or rulings; the ability to access the public securities and other capital and credit markets in accordance with our financial plans, the cost of such capital and overall condition of the capital and credit markets affecting us and our subsidiaries; actions that may be taken by credit rating agencies that could negatively affect us and/or our subsidiaries’ access to financing, increase the costs thereof, letters of credit and other financial guarantees, and the impact of these events on the financial condition and liquidity of FE and/or its subsidiaries; issues concerning the stability of domestic and foreign financial institutions and counterparties with which we do business; and the risks and other factors discussed from time to time in our United States Securities and Exchange Commission (SEC) filings, and other similar factors. Dividends declared from time to time on FE's common stock, and thereby on FE's preferred stock, during any period may in the aggregate vary from prior periods due to circumstances considered by FE's Board of Directors at the time of the actual declarations. A security rating is not a recommendation to buy or hold securities and is subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating. These forward-looking statements are also qualified by, and should be read together with, the risk factors included in our filings with the SEC, including but not limited to the most recent Quarterly Report on Form 10-Q, which risk factors supersede and replace the risk factors contained in the Annual Report on Form 10-K and previous Quarterly Reports on Form 10-Q, and any subsequent Current Reports on Form 8-K. The foregoing review of factors also should not be construed as exhaustive. New factors emerge from time to time, and it is not possible for management to predict all such factors, nor assess the impact of any such factor on our business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statements. We expressly disclaim any obligation to update or revise, except as required by law, any forward-looking statements contained herein as a result of new information, future events or otherwise.

SIGNATURE

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.

December 4, 2018

FIRSTENERGY CORP.
Registrant

By: /s/ Jason J. Lisowski
Jason J. Lisowski
Vice President, Controller and Chief Accounting Officer

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Section 2: EX-10.1 (EXHIBIT 10.1)

Exhibit 10.1

FIRSTENERGY SOLUTIONS CORP.

2019 ANNUAL INCENTIVE PROGRAM (AIP)

This FirstEnergy Solutions Corp. 2019 Annual Incentive Program (“AIP”) covers certain employees of FirstEnergy Solutions Corp. and its subsidiaries (“FES” or “Company”). Participants in the AIP will not participate in the FES 2019 Short-Term Incentive Program.

PURPOSE OF PROGRAMS

The AIP provides cash incentive awards to employees of FES whose contributions support the successful achievement of Financial and Operational Key Performance Indicators (“KPIs”) of FES.

ELIGIBILITY

The FES Board of Directors may, from time to time, select FES non-represented full-time employees to participate in the AIP. Upon the recommendation of the FES Board of Directors, the FirstEnergy Board of Directors will review and make the final selection regarding participation for anyone who is a Section 16 Insider.

Newly hired employees who are not on the payroll as of the start of the applicable performance period (“New Hires”) are eligible to participate in the AIP as of the first quarter in the performance period that begins following such employee’s first date of employment. Employees transferring to the Company from another FirstEnergy Corp. affiliate may be eligible for a full award or a pro-rated award as determined by the FES Board of Directors.

Eligible employees who voluntarily resign during the performance period or are discharged for cause at any time during a plan year forfeit payment due under their AIP award and are required to return any payments made to them under the AIP to the Company. An eligible employee, who accepts a position with another affiliate of FirstEnergy Corp. (“Position Transition”) prior to any Payment Date (as defined below), shall forfeit the his or her entitlement to receive any remaining unpaid AIP award unless he or she was an employee of the Company through the last date in a calendar quarter, in which case, the eligible employee shall remain eligible to receive the same AIP award that would have been paid to the eligible employee on the applicable Payment Date if such employee had not experienced a Position Transition prior to the applicable Payment Date. Eligible employees who experience a Position Transition shall be issued a new award for the applicable performance period under either the FirstEnergy Corp. 2015 Incentive Compensation Plan and the short-term incentive plan applicable to the applicable affiliate of FirstEnergy Corp. or the FirstEnergy Nuclear Operating Company 2019 Annual Incentive Program, as applicable.

PERFORMANCE PERIOD

The performance period for the AIP will be January 1, 2019 through December 31, 2019, unless otherwise determined by the FES Board of Directors.

KEY PERFORMANCE INDICATORS (KPIs)

There are two categories of the 2019 KPI performance measures used in the AIP: a) the safety, environmental and business unit KPI goals ("Operational KPI Goals") and b) the FES and business unit KPI goals related to financial metrics ("Financial KPI Goals"). The KPI Goals are intended to drive the Company's financial success, and the nature, number, weighting and targeted achievement levels of the KPIs are at the discretion of the FES Board of Directors.

For the 2019 performance period, the corporate performance goals for the AIP consist of the following Company KPIs:

Financial - FES, Competitive FES Fossil, and Nuclear O&M and Capital Spend
Safety - Either FES, Competitive FES Fossil & FENOC OSHA incident rate or Competitive FES Fossil OSHA (depending upon business unit); either FES, Competitive FES Fossil and FENOC Days Away/Restricted or Job Transfer Rate ("DART") or Competitive FES Fossil DART (depending on business unit); FES, Competitive FES Fossil and FENOC Life Changing Events ("LCE") or Competitive FES Fossil LCE (depending on business unit)
Nuclear Unit Capacity Factor
Competitive Generation Environmental Excursions

In the event that a decision is made during 2019 to deactivate or sell any plant or materially modify operations in a way that could impact the FES, Competitive FES Fossil, and Nuclear O&M and Capital Spend KPI, with the approval of the FES Board of Directors, an appropriate adjustment will be made to this KPI.

AIP INCENTIVE CALCULATION

The incentive target opportunity is determined by multiplying the employee's base salary (effective as of March 1 of the plan year, as identified in SAP) by his/her AIP target percentage(s). In the event that an employee is promoted after March 1, 2019 and his or her salary is increased, the increased salary will be utilized to calculate the AIP award beginning in the first quarter after the promotion has occurred. AIP awards will be determined based on the achievement of the underlying KPIs. Each KPI will have a Threshold, Target and Stretch target opportunity. Threshold is determined as 50% of the target opportunity, and stretch is determined as 200% of the target opportunity. Awards are then calculated based on applied KPI weightings as previously approved by the FES Board of Directors. The base salary used in the calculation does not include any other forms of income received during the calendar year (e.g., any types of bonuses, incentive compensation (including pay adders, licenses or bonuses associated with a license, overtime paid, etc.) or any amounts paid under any retention plan).

AIP PAYMENTS

AIP awards for a given performance period will be paid in cash as follows:

- 75% of the award earned for results for the first quarter of the performance period will be calculated and paid no later than the first day in June (the "First Payment Date");
- 75% of the award earned for results for the second quarter of the performance period will be calculated and paid no later than the last day in July (the "Second Payment Date"); and
- 75% of the award earned for results for the third quarter of the performance period will be calculated and paid no later than the last day in October (the "Third Payment Date" and together with the First and Second Payment Dates, the "Payment Dates").

In February 2020, the results will be recalculated for the entire performance period and the participant will be paid the difference between what was paid in the quarterly payments during the course of the plan year and the award amount recalculated in February 2020 (the "True-Up"); provided, that, New Hires will only be eligible for a pro-rated portion of the True-Up, based on the number of quarters in the applicable performance period in which they participated in the AIP. If the participant was provided quarterly payments in excess of the award amount for the portion of the performance period during which the participant was participating in the AIP, then any overpayment shall be deducted from the participant's pay until paid in full. The short-term incentive plan portion of awards are eligible for Employee Savings Plan contributions if an employee is actively employed when the AIP award is paid.

SEPARATION OF EMPLOYMENT

Pro-rated AIP awards will be paid to eligible employees who have separated employment during the program year due to death or retirement under the provisions of the FirstEnergy Corp. Master Pension Plan, by the Company due to disability or as a result of the sale of a facility in which the employee has accepted a job offer from the purchasing entity or under conditions for which the employee qualifies and elects benefits under the FirstEnergy Severance or Executive Severance Benefits Plan, or any replacement for either plan, including the Voluntary Enhanced Retirement Option. Awards will also be paid to eligible employees who have worked during the performance period (assuming they meet all of the eligibility rules) and separated on or after January 1, 2020. Any quarterly payment which has not yet been paid to the participant upon his or her separation of employment will be held until February 2020 where it will be subject to the recalculation for the entire performance period. A participant will be required to repay any overpayment as a result of the recalculation.

TRANSFER TO A NON-ELIGIBLE POSITION

An employee transferring from a plan-eligible position to a position that is not plan eligible will receive a pro-rated payout based on full months worked in the performance year. The employee's base salary in effect on March 1 of the plan year will be used to calculate the award. Any quarterly payment which has not yet been paid to the participant upon his or her transfer to a non-eligible position will be held until February 2020 where it will be subject to the recalculation for the entire performance period. A participant will be required to repay any overpayment as a result of the recalculation.

ADJUSTMENTS TO AIP AWARDS

The FES Board of Directors retains the discretion to adjust the AIP payouts downward regardless of the Company's actual performance against the Company Financial and Operational KPIs, either on a formula or discretionary basis or a combination of the two, as the FES Board of Directors determines in its discretion, including determining that no awards will be paid.

PROGRAM PARAMETERS

The program does not constitute a contract between the Company and any employee nor should anything contained in the program be deemed to give any employee any right to be retained in the employ of the Company or to interfere with the right of the Company to discharge any employee at any time and to treat the employee without regard to the effect which such treatment might have upon the employee as a participant in the program.

All awards paid under this program shall at all times constitute general unsecured liabilities of the Company, payable out of its own general assets. In no event shall the Company be obliged to reserve any funds or assets to secure the payment of such amounts, and nothing contained in the program shall confer upon the participant the right, title or interest in any assets of the Company. The program is not a covered program under the Employee Retirement Income Security Act of 1974 (ERISA); no contributions are required by employees under this program.

The portion of the award set forth under “STIP Percentage” with respect to an employee listed on Annex A hereto shall constitute a “Short Term Incentive Award” for purposes of the FirstEnergy Corp. Amended and Restated Executive Deferred Compensation Plan based on the portion of the AIP award that correlates with the STIP award in prior years.

Notwithstanding any other provision of this program to the contrary, all amounts due and payable under the AIP will be paid no later than March 15, 2020.

PROGRAM AUTHORITY AND QUESTIONS

The program is administered by the FES Board of Directors, which has the sole authority and discretion to: (i) grant awards under the AIP, (ii) set, modify and determine achievement of KPI metrics, (iii) interpret the provisions of the AIP and any AIP award, (iv) correct any defect and supply any omission in the AIP and any AIP award, and (v) make all determinations necessary with respect to the AIP and awards thereunder. All decisions and determinations made by the Board shall be conclusive and binding on all persons.

Questions regarding the AIP should be directed to the Executive Compensation Team of the Corporate Human Resources Department.

Questions related to Operational / Departmental KPIs should be directed to the employee’s local management or his or her local Human Resources representative.

PROGRAM MODIFICATION OR TERMINATION

The program may be amended or terminated at any time by the FES Board of Directors during the program year.

ANNEX A[1]

Employee Name	**STIP Percentage**

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[1] To be determined as part of the annual elections.