



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

On February 25, 2015, the Compensation and Human Resources Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of PNM Resources, Inc. (the “Company”) recommended that the full Board approve certain compensatory plans and arrangements in which the Company’s named executive officers participate. On February 26, 2015, the full Board (or the independent directors, in the case of certain actions relating specifically to the Company’s Chairman, President and Chief Executive Officer) approved the Compensation Committee’s recommendations. The plans and arrangements that were approved at such meetings are described in more detail below.

Approval of 2015 Officer Annual Incentive Plan

The Board approved the Company’s 2015 Officer Annual Incentive Plan (the “Annual Incentive Plan”), which provides for a one-year performance period that began on January 1, 2015 and will end on December 31, 2015. Pursuant to the Annual Incentive Plan, the Company’s named executive officers are eligible to receive performance cash awards under the Company’s 2014 Performance Equity Plan (the “PEP”), if the Company achieves (i) certain levels of Incentive Earnings Per Share (as defined below) and (ii) specified goals, in each case during 2015. Any awards must be certified and approved by the Compensation Committee (and the independent directors, in the case of any award payable to the Company’s Chairman, President and Chief Executive Officer) and will be paid on or before March 15, 2016.

Additional terms of the Annual Incentive Plan are as follows:

To ensure that any awards payable under the Annual Incentive Plan can be funded by the Company’s earnings, no awards will be made unless the Company achieves certain threshold Incentive Earnings Per Share targets.

“Incentive Earnings Per Share” equals the Company’s diluted earnings per share for the fiscal year ending December 31, 2015, as reported in the Company’s Annual Report on Form 10-K, adjusted to exclude certain items that do not factor into ongoing earnings.

Awards are payable at threshold, target and maximum levels for the Company’s named executive officers based upon a percentage of their respective January 1, 2015 base salaries. For the Company’s Chairman, President and Chief Executive Officer, award opportunities under the Annual Incentive Plan range from 50% to 200%. Award opportunities range from 35% to 140% for the Company’s Executive Vice President and Chief Financial Officer, and from 27.5% to 110% for the Senior Vice Presidents. Actual awards under the Annual Incentive Plan (if any) will be determined as follows:

The overall award pool will be determined based on the Company’s actual Incentive Earnings Per Share during 2015. As noted above, if the Company does not achieve at least the threshold level of Incentive Earnings Per Share specified in the Annual Incentive Plan, no awards will be paid to the named executive officers regardless of the Company’s achievement levels with respect to the goals specified pursuant to the Annual Incentive Plan. This award pool (if any) will be allocated to individual named executive officers in accordance with the provisions of the Annual Incentive Plan (each named executive officer’s allocated amount of the award pool being his or her “Allocated Pool Amount”).

The Compensation Committee will determine individual awards (if any) (each named executive officer’s individual award being his or her “Individual Award Amount”) based on achievement levels with respect to the corporate goals specified in the Annual Incentive Plan.

Each named executive officer would receive the lesser of his or her (i) Allocated Pool Amount or (ii) Individual Award Amount.

The Annual Incentive Plan provides for the payment of partial or pro rata awards in certain events involving the hiring, departure, promotion, demotion or transfer of officers eligible to participate in the plan. In the event that the plan is modified (to reduce awards) following a change in control with respect to the Company, a minimum award is provided in certain instances.

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### Approval of 2015 Long-Term Incentive Plan

The Board also approved the Company's 2015 Long-Term Incentive Plan (the "LTIP"), which provides for a three-year performance period that began on January 1, 2015 and will end on December 31, 2017 (the "LTIP Performance Period"). Pursuant to the LTIP, the Company's named executive officers are eligible to receive (following the conclusion of the LTIP Performance Period) performance share awards and time-vested restricted stock rights awards under the PEP. Any awards must be certified and approved by the Compensation Committee (and the independent directors, in the case of any award payable to the Company's Chairman, President and Chief Executive Officer). The total award opportunities available to the named executive officers under the LTIP are allocated as follows:

70% are allocated to performance share awards, which will be granted based on the Company's level of attainment of a Relative TSR Goal, a FFO/Debt Ratio Goal and an Earnings Growth Goal (each as defined below) over the LTIP Performance Period; and

30% are allocated to time-vested restricted stock rights awards, which will be granted depending on the named executive officer's position, as well as the discretion of the Compensation Committee, following the end of the LTIP Performance Period. One-third of such restricted stock rights would vest on each of March 7, 2019, March 7, 2020, and March 7, 2021.

Each named executive officer's performance share award opportunity (at threshold, target and maximum levels) is based on his or her January 1, 2015 base salary. For the Company's Chairman, President and Chief Executive Officer, the award opportunities range from 78.75% to 315%. For the Company's Executive Vice President and Chief Financial Officer, the award opportunities range from 38.5% to 154%. For the Company's Senior Vice Presidents, the award opportunities range from 26.25% to 126%.

Award opportunities for the time-vested restricted stock rights component of the LTIP are 67.5% of base salary for the Chairman, President and Chief Executive Officer, 33% of base salary for the Executive Vice President and Chief Financial Officer, and 22.5% to 27% of base salary for the Senior Vice Presidents, respectively. In addition to the factors described above, the number of restricted stock rights actually granted to the named executive officers will depend on their base salary and the per share price of the Company's common stock on the grant date, which is anticipated to be in early March 2018.

As noted above, the Company's level of attainment (threshold, target or maximum) of each of the Relative TSR Goal, the FFO/Debt Ratio Goal and the Earnings Growth Goal over the LTIP Performance Period will determine each named executive officer's actual performance share award. Such goals are described below:

"Relative TSR Goal" refers to the Company's Total Shareholder Return ("TSR") for the LTIP Performance Period as compared to the TSR of the other utilities included in the S&P 400 Mid-Cap Utility Index. For this purpose, TSR will be measured by comparing the average closing price of the Company's common stock (or the other utilities' common stock) for the 20 trading days immediately preceding the beginning of the LTIP Performance Period with the average closing price for the last 20 trading days of the LTIP Performance Period. TSR will be determined by adding any dividends paid by the Company (or other utilities) to the appreciation in value of the Company's (or other utilities') common stock.

"FFO/Debt Ratio Goal" refers to the Company's funds from operations for the fiscal year ending December 31, 2017, divided by the Company's total debt outstanding (including any long-term leases and unfunded pension plan obligations) as of December 31, 2017. Funds from operations are equal to the Company's net cash flow from operating activities, as reported in the Company's Annual Report on Form 10-K, adjusted for certain items. The calculation is

also intended to be consistent with Moody's Investors Service, Inc.'s calculation of the Company's FFO/Debt Ratio.

"Earnings Growth Goal" refers, for the LTIP Performance Period, to the Company's compounded annual growth in Earnings Per Share (as defined in the LTIP, which definition is identical to the definition used for purposes of calculating Incentive EPS under the Annual Incentive Plan), measured by dividing the Earnings Per Share as of December 31, 2017 by the Earnings Per Share as of December 31, 2014. The resulting earnings growth multiple will then be multiplied to the  $1/3$  power and subtract 1.

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Approval of Special Performance-Based Retention Award for Chairman, President and Chief Executive Officer

The independent directors, acting on the recommendation of the Compensation Committee, also approved a special performance-based retention award (the “Retention Award”) to Patricia K. Collawn, Chairman, President and Chief Executive Officer of the Company. The Retention Award is intended to incentivize Ms. Collawn to continue employment with PNMR Services Company, an affiliate of the Company (“PNMR”), through December 31, 2019 and meet certain performance measures.

Pursuant to the Retention Award, Ms. Collawn will be entitled to receive the following performance share awards if she, among other things, (1) remains employed with PNMR through the applicable retention dates, and (2) meets specified performance measures (based on achieving a 3% or more compounded annual rate of growth in the Company’s adjusted earnings per share) during the performance period beginning on January 1, 2015 and ending on the applicable retention date:

Retention Date	Performance Share Award (granted pursuant to the Company’s 2014 Performance Equity Plan and paid in Company stock)
December 31, 2017	17,953 Performance Shares
December 31, 2019	53,859 Performance Shares (less any Performance Shares awarded and paid in respect of the December 31, 2017 retention date)

For purposes of the Retention Award, the Company’s adjusted earnings per share is defined in a manner that is identical to Incentive EPS (as defined in the Annual Incentive Plan) and Earnings Per Share (as defined in the LTIP). Ms. Collawn’s eligibility to receive the foregoing amounts is subject to certain conditions, including the Compensation Committee’s determination of whether the applicable performance measures have been satisfied and the Board’s certification and approval of the award. If Ms. Collawn does not satisfy the applicable performance measures as of the first retention date but satisfies the applicable performance measures as of the second retention date, she will be entitled to receive all amounts described above. In the event that Ms. Collawn’s employment ends prior to a retention date, depending on the circumstances of her departure, Ms. Collawn may be entitled to receive a pro-rated performance share award in accordance with the terms and conditions of the Retention Award.

Note Regarding Non-GAAP Financial Measures

Certain performance measures described above (including Incentive EPS under the Annual Incentive Plan, Earnings Per Share under the LTIP, and adjusted earnings per share under the Retention Award) are not financial measures determined under U.S. generally accepted accounting principles (“GAAP”). These non-GAAP financial measures have been established solely for purposes of measuring performance under the applicable plan or arrangement. Such measures (and any corresponding targets) have no effect on, and are not necessarily identical to, any earnings guidance that may be announced by the Company. Consistent with the rules and regulations promulgated by the Securities and Exchange Commission and the Company’s past practice, the Company’s definitive proxy statements for future Annual Meetings of Stockholders will include detailed information about how such performance measures are calculated, as well as any required reconciliation(s) to corresponding GAAP financial measure(s).

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 thereunto duly authorized.

PNM RESOURCES, INC.  
(Registrant)

Date: March 4, 2015

/s/ Thomas G. Sategna  
Thomas G. Sategna  
Vice President and Corporate Controller  
(Officer duly authorized to sign this report)