

**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): March 20, 2020**



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

**001-15254**  
(Commission  
File Number)

**98-0377957**  
(IRS Employer  
Identification No.)

**200, 425 - 1st Street S.W.**  
**Calgary, Alberta, Canada T2P 3L8**  
(Address of Principal Executive Offices) (Zip Code)

**1-403-231-3900**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Shares</b>	<b>ENB</b>	<b>New York Stock Exchange</b>
<b>6.375% Fixed-to-Floating Rate Subordinated Notes Series 2018-B due 2078</b>	<b>ENBA</b>	<b>New York Stock Exchange</b>

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 8.01 Other Events.**

On March 20, Enbridge Inc. (the “Company”) began mailing its Notice of Availability of Proxy-Related Materials for the Annual Meeting of the Company (the “Notice”) to shareholders of the Company. Copies of the Notice mailed to registered shareholders and to beneficial shareholders of the Company are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this current report on Form 8-K. The Company previously filed its Notice of 2020 Annual Meeting of Shareholders and Management Information Circular (the “Management Information Circular”) as Exhibit 99.1 to the Company’s current report on Form 8-K filed March 9, 2020.

As described in the Management Information Circular, out of an abundance of caution, to proactively deal with the unprecedented public health impact of coronavirus disease 2019, also known as COVID-19, and to mitigate risks to the health and safety of the Company’s communities, shareholders, employees and other stakeholders, the Company will hold its 2020 Annual Meeting in a virtual only format. A user guide for attending the virtual 2020 Annual Meeting of the Company is attached as Exhibit 99.3 to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Notice of Availability of Proxy-Related Materials for the Annual Meeting of Enbridge Inc. (Registered Shareholders)</u></a>
99.2	<a href="#"><u>Notice of Availability of Proxy-Related Materials for the Annual Meeting of Enbridge Inc. (Beneficial Shareholders)</u></a>
99.3	<a href="#"><u>Virtual AGM User Guide 2020</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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.

**ENBRIDGE INC.**  
**(Registrant)**

Date: March 20, 2020

By: /s/ Karen K.L. Uehara

Karen K.L. Uehara

*Vice President & Corporate Secretary*

*(Duly Authorized Officer)*



**Notice of Availability of Proxy-Related Materials for the  
Annual Meeting of ENBRIDGE INC.  
(Registered Shareholders)**

Throughout this notice, *Enbridge* and *our* means Enbridge Inc. and *you*, *your*, and *shareholder* mean a registered holder of common shares of Enbridge.

You are receiving this notice because Enbridge is using notice and access to deliver to you our Management Information Circular and other proxy-related materials, including our 2019 Annual Report, for our Annual Meeting of Shareholders by providing you with electronic access to the documents instead of mailing paper copies. You will receive a form of proxy with this notice so you can vote your shares.

**Annual Meeting Date and Location**

**When:** May 5, 2020  
1:30 p.m. (Mountain Daylight Time)

or **Where:** Virtual Meeting via live audio webcast online at <https://web.lumiagm/114256836>. See “How do I attend and participate at the Meeting” on page 7 of the Management Information Circular or your form of proxy for instructions on how to attend the Annual Meeting online.

**Items of business to be voted on at the Annual Meeting**

The following items of business are described in the “Business of the Meeting” section of the Management Information Circular.

Refer to the Management  
Information Circular

1.	<b>Election of Directors</b> – Resolution to elect the director nominees identified in the Management Information Circular to serve as directors until the end of our next annual shareholder meeting.	Pages 9 - 21
2.	<b>Appointment of Auditors</b> – Resolution to appoint PricewaterhouseCoopers LLP as our independent auditors and authorizing the directors to set their remuneration.	Pages 21 - 22
3.	<b>Reconfirmation of Shareholder Rights Plan</b> – Resolution to amend, reconfirm and approve our shareholder rights plan.	Pages 22 – 23
4.	<b>Ratification of By-Law No. 1</b> – Resolution to ratify, confirm and approve the amendments to General By-Law No.1 of Enbridge.	Pages 23 – 24
5.	<b>Advisory Vote on Executive Compensation</b> – Non-binding advisory vote to approve our approach to executive compensation.	Page 24

**PLEASE REVIEW OUR MANAGEMENT INFORMATION CIRCULAR PRIOR TO VOTING.**

The Management Information Circular and 2019 Annual Report are available at:

[www.envisionreports.com/ENB2020](http://www.envisionreports.com/ENB2020) or [www.sedar.com](http://www.sedar.com)

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### **How to Obtain Paper Copies of the Management Information Circular and 2019 Annual Report**

Shareholders may request to receive paper copies of the Management Information Circular and/or 2019 Annual Report by mail and at no cost for up to one year from March 20, 2020, by using the following methods and entering your Control Number located on the enclosed form of proxy. You will not be sent another form of proxy, so please retain the one mailed to you so you can vote your shares.

Online at [www.envisionreports.com/ENB2020](http://www.envisionreports.com/ENB2020).

By telephone toll free at 1-866-962-0498 (within North America) or 1-514-982-8716 (outside North America).

To ensure you receive the materials in advance of the voting deadline, all requests should be received no later than **5:00 p.m., Mountain Daylight Time, on Monday, April 27, 2020**.

We also provide paper copies of the Management Information Circular and/or our 2019 Annual Report to shareholders who have standing instructions to receive, or for whom Enbridge has otherwise received a request to provide, paper copies of materials.

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### **How to Vote Your Shares**

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares other than by attending the Annual Meeting online you must use one of the following voting methods, which are also outlined in your enclosed form of proxy.

**Internet:**      [www.investorvote.com](http://www.investorvote.com)

**Telephone:**    1-866-732-VOTE (8683)

**Mail:**            Return the enclosed form of proxy in the accompanying pre-paid envelope to the address indicated thereon.

To be valid, your voting instructions must be received by **1:30 p.m., Mountain Daylight Time, on Friday, May 1, 2020**, or, in the case of any adjournment or postponement of the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting. For instructions on how to attend and vote your Enbridge shares at the Annual Meeting online, see your enclosed form of proxy or “How do I attend and participate at the Meeting” on page 7 of the Management Information Circular.

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If you have any questions about this notice, or to obtain paper copies of the Management Information Circular and/or 2019 Annual Report after the meeting date, please contact our Investor Relations line at 1-800-481-2804 (within North America).

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**Notice of Availability of Proxy-Related Materials for the  
Annual Meeting of ENBRIDGE INC.  
(Beneficial Shareholders)**

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Throughout this notice, *Enbridge* and *our* means Enbridge Inc. and *you*, *your*, and *shareholder* mean a registered holder of common shares of Enbridge.

You are receiving this notice because Enbridge is using notice and access to deliver to you our Management Information Circular and other proxy-related materials, including our 2019 Annual Report, for our Annual Meeting of Shareholders by providing you with electronic access to the documents instead of mailing paper copies. You will receive a voting instruction form with this notice so you can vote your shares.

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**Annual Meeting Date and Location**

**When:** May 5, 2020

1:30 p.m. (Mountain Daylight Time)

or **Where:** Virtual Meeting via live audio webcast online at <https://web.lumiagm/114256836>. See “How do I attend and participate at the Meeting” on page 7 of the Management Information Circular or your voting instruction form for instructions on how to attend the Annual Meeting online.

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**Items of business to be voted on at the Annual Meeting**

The following items of business are described in the “Business of the Meeting” section of the Management Information Circular.

		Refer to the Management Information Circular
1.	<b>Election of Directors</b> – Resolution to elect the director nominees identified in the Management Information Circular to serve as directors until the end of our next annual shareholder meeting.	Pages 9 - 21
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**PLEASE REVIEW OUR MANAGEMENT INFORMATION CIRCULAR PRIOR TO VOTING.**

The Management Information Circular and 2019 Annual Report are available at:

**<https://materials.proxyvote.com/29250N> or [www.sedar.com](http://www.sedar.com)**

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## **How to Obtain Paper Copies of the Management Information Circular and 2019 Annual Report**

Shareholders may request to receive paper copies of the Management Information Circular and/or 2019 Annual Report by mail and at no cost for up to one year from March 20, 2020, by using the following methods and entering your Control Number located on the enclosed voting instruction form. You will not be sent another voting instruction form, so please retain the one mailed to you so you can vote your shares.

Online at [www.proxyvote.com](http://www.proxyvote.com).

By telephone toll free at 1-877-907-7643 (within North America) or 1-905-507-5450 (outside North America).

To ensure you receive the materials in advance of the voting deadline, all requests should be received no later than **5:00 p.m., Mountain Daylight Time, on Monday, April 27, 2020**.

We also provide paper copies of the Management Information Circular and/or our 2019 Annual Report to shareholders who have standing instructions to receive, or for whom Enbridge has otherwise received a request to provide, paper copies of materials.

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## **How to Vote Your Shares**

**YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must use one of the following voting methods, which are also outlined in your enclosed voting instruction form.

	Canada (and elsewhere other than the U.S.)	United States
<b>Internet:</b>	Follow the instructions at <a href="http://www.proxyvote.com">www.proxyvote.com</a> using the 16 digit Control Number from your voting instruction form.	
<b>Telephone:</b>	<b>1-800-474-7493 (English)</b> <b>1-800-474-7501 (French)</b>	<b>1-800-454-8683 (United States)</b>
	You will need the 16 digit Control Number on your voting instruction form to vote by telephone.	
<b>Mail:</b>	Return your voting instruction form in the accompanying postage prepaid envelope to:	
	<b>Data Processing Centre</b> <b>P.O. Box 3700, Stn Industrial Park</b> <b>Markham, Ontario L3R 9Z9</b> <b>Canada</b>	<b>Proxy Services</b> <b>P.O. Box 9104</b> <b>Farmingdale, New York</b> <b>11735-9533 USA</b>

Subject to the next paragraph, to be valid your voting instructions must be received by **1:30 p.m., Mountain Daylight Time, on Friday, May 1, 2020**, or, in the case of any adjournment or postponement of the meeting, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the adjourned or postponed meeting.

**Notwithstanding the previous paragraph, your voting instruction form may provide for an earlier voting deadline in order to process your votes in a timely manner. To ensure your votes are counted, you should ensure your voting instruction form is submitted in the timeline provided for on such voting instruction form.**

For instructions on how to attend the Annual Meeting online and vote your Enbridge shares as the proxyholder of the registered shareholder at the Annual Meeting, see your enclosed voting instruction form or “How do I attend and participate at the Meeting” on page 7 of the Management Information Circular.

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If you have any questions about this notice, or to obtain paper copies of the Management Information Circular and/or 2019 Annual Report after the meeting date, please contact our Investor Relations line at 1-800-481-2804 (within North America).

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## VIRTUAL AGM USER GUIDE 2020

### Attending the AGM electronically

This year we will be conducting a virtual AGM, giving you the opportunity to attend the AGM online, using your smartphone, tablet or computer.

You will be able to view a live audio webcast of the meeting, ask the board questions and submit your votes in real time.

Simply go to <https://web.lumiagm.com/114256836> in your web browser (not a Google search) on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible by logging in early. PLEASE DO NOT USE INTERNET EXPLORER.

If you have voting rights, select “Login” and enter your Control Number and password “Enbridge2020”. If you don’t, select “Guest” and fill in the form.


**You will be able to log into the site from 12:30 p.m. Mountain Daylight Time on May 5, 2020.**


**For assistance, please send an email to [lumicanada@lumiglobal.com](mailto:lumicanada@lumiglobal.com) or dial 1-866-449-3664.**





## NAVIGATION

When successfully authenticated, the info screen  will be displayed. You can view company information, ask questions and watch the audio webcast.

If you would like to watch the **audio webcast** press the broadcast icon. 

If viewing on a computer, the audio webcast will appear at the side automatically once the meeting has started.

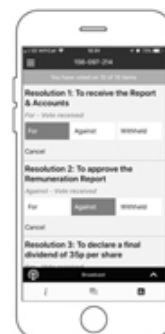
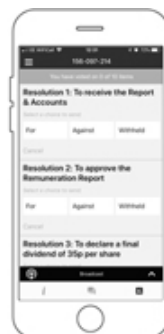


## VOTING

Once the voting has opened, the resolutions and voting choices will be displayed.


To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. **For - Vote received**

To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.



## QUESTIONS

Any voting member attending the meeting is eligible to ask questions.

If you would like to ask a question, select the messaging icon 

Messages can be submitted at any time during the Q&A session up until the Chair closes the session.



Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

