

EXELON CORP  
Form 8-K  
September 01, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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) August 31, 2015**

<b>Commission</b>	<b>Exact Name of Registrant as Specified in Its Charter; State of</b>	<b>IRS Employer</b>
<b>File Number</b> <b>1-16169</b>	<b>Incorporation; Address of Principal Executive Offices;</b> <b>and Telephone Number</b> <b>EXELON CORPORATION</b>  <b>(a Pennsylvania corporation)</b>  <b>10 South Dearborn Street</b>  <b>P.O. Box 805379</b>  <b>Chicago, Illinois 60680-5379</b>	<b>Identification Number</b> <b>23-2990190</b>

**(312) 394-7398**

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))

**Section 8 Other Events**

**Item 8.01 Other Events.**

As previously disclosed, on April 29, 2014, Exelon Corporation, a Pennsylvania corporation ( Exelon ), entered into an Agreement and Plan of Merger (the Original Merger Agreement ) by and among Exelon, Purple Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Exelon ( Merger Sub ), and Pepco Holdings, Inc., a Delaware corporation ( PHI ). The Original Merger Agreement was amended and restated by the Amended and Restated Agreement and Plan of Merger, dated as of July 18, 2014, among Exelon, Merger Sub and PHI.

Furthermore, as previously disclosed, on June 18, 2014, Exelon and PHI and certain of their affiliates filed an application with the District of Columbia Public Service Commission (the DCPSC) seeking approval of the Merger. On August 25, 2015 the DCPSC announced at a public meeting that it had denied the Merger, and Exelon and PHI issued a statement that they would review the written order and evaluate their options with respect to this decision, including requesting a rehearing of the DCPSC s decision. On August 27, 2015 the DCPSC issued its written order relating to the Merger.

On August 31, 2015 Exelon and PHI issued a joint statement regarding the DCPSC order indicating that they continue to believe that the Merger is in the public interest and will continue working to complete the merger. Exelon and PHI plan to file a petition for reconsideration before the DCPSC within the 30 day period allowed for that filing. Following the DCPSC s decision on reconsideration, Exelon and PHI have the option of filing further appeals with the District of Columbia Court of Appeals.

A copy of the joint statement issued on August 31, 2015 by Exelon and PHI is attached as Exhibit 99.1 to this report. A copy of the written order of the DCPSC is available on the DCPSC website at [www.dcpsc.org](http://www.dcpsc.org). The order is Order No. 17947 in Formal Case No. 1119.

**Section 9 Financial Statements and Exhibits**

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

(d) *Exhibits.*

Exhibit

No.	Description
99.1	Press Release

\* \* \* \* \*

Cautionary Statements Regarding Forward-Looking Information

This report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that are subject to risks and uncertainties. The factors that could cause actual results to differ materially from the forward-looking statements made by Exelon include those factors discussed herein, as well as the items discussed in (1) Exelon s 2014 Annual Report on Form 10-K in (a) ITEM 1A. Risk Factors, (b) ITEM 7. Management s Discussion and Analysis of Financial Condition and Results of Operations and (c) ITEM 8. Financial

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Statements and Supplementary Data: Note 22; (2) Exelon's Second Quarter 2015 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors; (b) Part 1, Financial Information, ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations and (c) Part I, Financial Information, ITEM 1. Financial Statements: Note 19; and (3) other factors discussed in filings with the SEC by Exelon. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this report. Exelon does not undertake any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this report.

\* \* \* \* \*

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.

**EXELON CORPORATION**

/s/ Jonathan W. Thayer  
Jonathan W. Thayer  
Senior Executive Vice President and Chief  
Financial Officer  
Exelon Corporation

September 1, 2015

**EXHIBIT INDEX**

Exhibit

No.	Description
99.1	Press Release