

EXELON CORP
Form 8-K
April 26, 2013

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**

April 23, 2013

Date of Report (Date of earliest event reported)

| Commission File Number | Exact Name of Registrant as Specified in Its Charter; State of Incorporation; Address of Principal Executive Offices; and Telephone Number | IRS Employer Identification Number |
|-----------------------------------|---|---|
| 1-16169 | EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street | 23-2990190 |

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P.O. Box 805379

Chicago, Illinois 60680-5379

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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:

- .. 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 5 Corporate Governance and Management**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On April 23, 2013, Exelon held its annual meeting of shareholders. The final results of voting on each of the matters submitted to a vote of security holders during Exelon's annual meeting of shareholders:

1. Election of Directors.

| | FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------------------|-------------|----------------|----------------|------------------------|
| Anthony K. Anderson | 530,519,300 | 12,543,814 | 3,225,536 | 149,303,609 |
| Ann C. Berzin | 532,939,367 | 10,250,145 | 3,099,138 | 149,303,609 |
| John A. Canning, Jr. | 522,603,920 | 20,418,448 | 3,266,282 | 149,303,609 |
| Christopher M. Crane | 534,827,896 | 8,272,579 | 3,188,175 | 149,303,609 |
| Yves C. de Balmann | 532,333,063 | 10,707,031 | 3,248,556 | 149,303,609 |
| Nicholas DeBenedictis | 522,326,724 | 20,791,276 | 3,170,650 | 149,303,609 |
| Nelson A. Diaz | 533,782,923 | 9,239,768 | 3,265,959 | 149,303,609 |
| Sue L. Gin | 529,391,137 | 13,789,978 | 3,107,535 | 149,303,609 |
| Paul L. Joskow | 534,820,767 | 8,221,538 | 3,246,345 | 149,303,609 |
| Robert J. Lawless | 524,572,893 | 18,450,124 | 3,265,633 | 149,303,609 |
| Richard W. Mies | 533,204,678 | 9,841,560 | 3,242,412 | 149,303,609 |
| William C. Richardson | 522,913,819 | 20,160,733 | 3,214,098 | 149,303,609 |
| Thomas J. Ridge | 533,092,697 | 10,008,499 | 3,187,454 | 149,303,609 |
| John W. Rogers, Jr. | 531,290,468 | 11,761,153 | 3,237,029 | 149,303,609 |
| Mayo A. Shattuck, III | 526,441,383 | 16,653,757 | 3,193,510 | 149,303,609 |
| Stephen D. Steinour | 516,270,624 | 26,712,667 | 3,305,359 | 149,303,609 |

2. Ratification of PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2013.

| FOR | AGAINST | ABSTAIN |
|-------------|----------------|----------------|
| 684,199,776 | 7,897,016 | 3,495,467 |

3. The advisory vote on Exelon's 2012 executive compensation.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|----------------|----------------|------------------------|
| 410,582,175 | 126,494,362 | 9,212,113 | 149,303,609 |

4. The approval of the Amended and Restated Employee Stock Purchase Plan.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|------------|----------------|----------------|------------------------|
| | | | |

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|-------------|------------|-----------|-------------|
| 529,272,570 | 12,234,860 | 4,781,220 | 149,303,609 |
| * * * * * | | | |

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
Executive Vice President and Chief Financial Officer
Exelon Corporation

April 26, 2013