

EXELON CORP  
Form 8-K  
October 07, 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) October 6, 2015**

| <b>Commission<br/>File Number</b> | <b>Exact Name of Registrant as Specified in Its Charter; State of<br/>Incorporation; Address of Principal Executive Offices;<br/>and Telephone Number</b>   | <b>IRS Employer<br/>Identification Number</b> |
|-----------------------------------|---|---|
| <b>1-16169</b>                    | <b>EXELON CORPORATION</b><br><br><b>(a Pennsylvania corporation)</b><br><br><b>10 South Dearborn Street</b><br><br><b>P.O. Box 805379</b><br><br><b>Chicago, Illinois 60680-5379</b><br><br><b>(312) 394-7398</b> | <b>23-2990190</b>                             |

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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 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 (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 on August 27, 2015 the DCPSC issued its written order relating to the Merger. On September 28, 2015 Exelon and PHI filed an application for reconsideration before the DCPSC.

On October 6, 2015, Exelon, Merger Sub, PHI, the District of Columbia Government, the Office of Peoples Counsel, the District of Columbia Water and Sewer Authority, the National Consumer Law Center, National Housing Trust and National Housing Trust Enterprise Preservation Corporation, and the Apartment and Office Building Association of Metropolitan Washington (collectively, Settling Parties) entered into a Nonunanimous Full Settlement Agreement and Stipulation (Settlement Agreement) with respect to the Merger.

Exelon, Merger Sub and PHI filed a motion of joint applicants to reopen the record in Formal Case No. 1119 to allow for consideration of the Settlement Agreement and granting additional requested relief (Motion to Reopen).

Exelon, Merger Sub and PHI have also entered into a letter agreement related to the Settlement Agreement (Letter Agreement).

A copy of the Letter Agreement is attached as Exhibit 99.1 to this report with a copy of the form of Settlement Agreement attached as an exhibit to the Letter Agreement. The Motion to Reopen (which also includes a copy of the Settlement Agreement as an exhibit) is available at the DCPSC website at [www.dcpsc.org](http://www.dcpsc.org) in Formal Case No. 1119. A copy of the joint press release issued on October 6, 2015 by Exelon and PHI is attached as Exhibit 99.2 to this report.

**Section 9 Financial Statements and Exhibits**

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

(d) *Exhibits.*

| Exhibit<br>No. | Description   |
|----------------|---|
| 99.1           | Letter Agreement (with form of Settlement Agreement as Exhibit A) |
| 99.2           | Joint 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 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/ Bruce G. Wilson  
Bruce G. Wilson  
Senior Vice President, Deputy General  
Counsel and Corporate Secretary  
Exelon Corporation

October 6, 2015

**EXHIBIT INDEX**

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