

EXELON CORP  
Form 8-K  
November 21, 2014

**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**

**November 20, 2014**

**Date of Report (Date of earliest event reported)**

**Exact Name of Registrant as Specified in Its Charter;**

**Commission File**

**State of Incorporation; Address of Principal Executive**

**IRS Employer**

**Number**  
1-16169

**Offices; and Telephone Number**  
**EXELON CORPORATION**

**Identification Number**  
23-2990190

**(a Pennsylvania corporation)**  
10 South Dearborn Street

P.O. Box 805379

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Chicago, Illinois 60680-5379

(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 Regulation FD

### Item 8.01. Regulation FD Disclosure.

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.

On November 20, 2014, the Federal Energy Regulatory Commission (FERC) approved the proposed merger of Exelon and PHI. Attached as Exhibit 99.1 to this Current Report on Form 8-K is the related press release issued by Exelon and PHI.

## Section 9 Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
99.1	Press Release

\* \* \* \* \*

This Current 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 Corporation, Commonwealth Edison Company, PECO Energy Company, Baltimore Gas and Electric Company and Exelon Generation Company, LLC (Registrants) include those factors discussed herein, as well as the items discussed in (1) Exelon's 2013 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 Third Quarter 2014 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 18; and (3) other factors discussed in filings with the SEC by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. None of the Registrants undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this Current Report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each 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

November 21, 2014

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release