PEPCO HOLDINGS INC Form 8-K November 21, 2014

### **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): \_\_\_\_\_November 20, 2014\_\_\_\_

State or Other Jurisdiction of Incorporation	Exact Name of Registrant as specified in its Charter, Address of Principal Executive Offices, Zip Code and Telephone Number (Including Area Code)		IRS Employer Identification No.
	PEPCO HOLDINGS, INC.		
Delaware	701 Ninth Street, N.W.	001-31403	52-2297449
	Washington, D.C. 20068		
	Telephone: (202)872-2000		
District of Columbia and Virginia	POTOMAC ELECTRIC POWER COMPANY	001-01072	53-0127880
	701 Ninth Street, N.W.		
	Washington, D.C. 20068		

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	Telephone: (202)872-2000			
	DELMARVA POWER & LIGHT COMPANY			
	500 North Wakefield Drive	001-01405	51-0084283	
Delaware and Virginia	Newark, DE 19702			
	Telephone: (202)872-2000			
	ATLANTIC CITY ELECTRIC COMPANY			
N. I	500 North Wakefield Drive	001 02550	21-0398280	
New Jersey	Newark, DE 19702	001-03559		
	Telephone: (202)872-2000			

#### Not Applicable

(Former name or former address, if changed since last report.)

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))

THIS COMBINED FORM 8-K IS BEING SEPARATELY FILED BY EACH OF PEPCO HOLDINGS, INC., POTOMAC ELECTRIC POWER COMPANY, DELMARVA POWER & LIGHT COMPANY AND ATLANTIC CITY ELECTRIC COMPANY. INFORMATION CONTAINED HEREIN RELATING TO ANY INDIVIDUAL REGISTRANT IS FILED BY SUCH REGISTRANT ON ITS OWN BEHALF. NO REGISTRANT MAKES ANY REPRESENTATION AS TO INFORMATION RELATING TO ANY OTHER REGISTRANT.

### Item 8.01. Other Events.

As previously disclosed, on April 29, 2014, Pepco Holdings, Inc., a Delaware corporation (Pepco Holdings), entered into an Agreement and Plan of Merger with Exelon Corporation, a Pennsylvania corporation (Exelon), and Purple Acquisition Corp., a Delaware corporation and an indirect, wholly owned subsidiary of Exelon (Merger Sub), which was amended and restated on July 18, 2014, providing for the merger of Merger Sub with and into Pepco Holdings (the Merger), with Pepco Holdings surviving the Merger as a wholly owned subsidiary of Exelon. Consummation of the Merger is subject to, among other things, regulatory approval from the Federal Energy Regulatory Commission (FERC).

On November 20, 2014, FERC issued an order approving the Merger. The news release dated November 21, 2014 announcing the FERC approval of the Merger has been filed as Exhibit 99 to this Form 8-K. A copy of the Order has been made available on Pepco Holdings' Web site, which may be accessed through the "Regulatory Filings" hyperlink on the Investor Relations page of Pepco Holdings' Web site (http://www.pepcoholdings.com).

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

# Exhibit No. Description of Exhibit

99 News Release of Pepco Holdings and Exelon dated November 21, 2014.

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

# PEPCO HOLDINGS, INC. (Registrants)

Date: November 21, 2014 /s/ DAVID M. VELAZQUEZ Name: David M. Velazquez Title: Executive Vice President

### POTOMAC ELECTRIC POWER COMPANY DELMARVA POWER & LIGHT COMPANY ATLANTIC CITY ELECTRIC COMPANY (Registrant)

Date: November 21, 2014 /s/ DAVID M. VELAZQUEZ Name: David M. Velazquez Title: President and Chief Executive Officer

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## EXHIBIT INDEX

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