

PEPCO HOLDINGS INC  
Form DEFA14A  
October 28, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. \_\_)**

Filed by the Registrant  Filed by a Party other than the Registrant

**Check the appropriate box:**

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**PEPCO HOLDINGS, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

**Payment of Filing Fee (Check the appropriate box):**

**No fee required.**

**Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.**

- (1) Title of each class of securities to which transaction applies:
- ..(2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
- (4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

**Fee paid previously with preliminary materials.**

**Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on December 16, 2015**

**Annual Meeting of Stockholders to be held on:**

**Wednesday, December 16, 2015 - 10:00 a.m. E.T.**

**Delmarva Power Conference Center, 4100 South Wakefield Drive**

**Newark, Delaware 19702**

**COMPANY NUMBER  
ACCOUNT NUMBER  
CONTROL NUMBER**

**This communication is not a form for voting and presents only an overview of the more complete proxy materials which contain important information and are available to you on the Internet or by mail. We encourage you to access and review all of the proxy materials before voting.**

**If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you to receive a copy. To facilitate timely delivery please make the request as instructed below before December 2, 2015.**

**TO VIEW PROXY  
MATERIALS ONLINE:**

**Please visit <http://www.astproxyportal.com/ast/25700/> , where the following materials are available for viewing:**

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Proxy Card
- 2014 Annual Report to Stockholders
- Directions on attending the Annual Meeting and voting in person

**TO REQUEST PAPER OR  
ELECTRONIC PROXY  
MATERIALS:**

**TELEPHONE: 888-Proxy-NA (888-776-9962) or 718-921-8562 (for international callers)**

**E-MAIL:** [info@amstock.com](mailto:info@amstock.com)

**WEBSITE:** <http://www.amstock.com/proxyservices/requestmaterials.asp>

**ONLINE:** To view the proxy materials and to access your online proxy card, please visit [www.voteproxy.com](http://www.voteproxy.com) or scan the QR code with your smartphone and follow the on-screen instructions. You may enter your voting instructions at [www.voteproxy.com](http://www.voteproxy.com) up until 5:00 p.m. Eastern Time the day before the meeting date.

- OR -

**TELEPHONE:** To vote by telephone, please visit [www.voteproxy.com](http://www.voteproxy.com) to view the materials and to obtain the toll-free number to call.

**TO  
VOTE:**

- OR -

**MAIL:** You may request a proxy card by following the instructions above under "**TO REQUEST PAPER OR ELECTRONIC PROXY MATERIALS.**"

- OR -

**IN PERSON:** You may vote your shares in person by attending the Annual Meeting.

**THE BOARD OF DIRECTORS  
RECOMMENDS A VOTE "FOR" ALL OF  
THE NOMINEES LISTED IN ITEM 1:**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE  
"FOR" ITEM 2:**

1. Election of 9 director candidates nominated by the Board of Directors, each to serve a one-year term and until his or her successor has been elected and qualified.

2. A proposal to approve, on an advisory basis, Pepco Holdings, Inc.'s executive compensation.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE  
"FOR" ITEM 3:**

**NOMINEES:** Paul M. Barbas  
Jack B. Dunn, IV  
H. Russell Frisby, Jr.

3. A proposal to ratify the appointment, by the Audit Committee of the Board of Directors, of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Pepco Holdings, Inc. for 2015.

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Terence C. Golden	4. To transact such other business as may properly be brought before the meeting or any adjournment or postponement of the meeting.
Barbara J. Krumsiek	
Lawrence C. Nussdorf	
Patricia A. Oelrich	
Joseph M. Rigby	
Lester P. Silverman	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:**

The Notice of Meeting, proxy statement and proxy card  
are available at <http://www.astproxyportal.com/ast/25700/>

Attendance at the meeting is limited to stockholders and their legal proxies.

**ADMISSION TICKET - Bring this with you to the meeting.**

**As described in the Proxy Statement, cameras, camera phones, cell phones, recording equipment, electronic devices, computers, large bags, briefcases and packages will not be permitted in the meeting room.**

*In order to be admitted to the meeting, you must present a valid form of government-issued photo identification, such as a driver's license, that matches your name on this admission ticket.*

Pepco Holdings, Inc.  
2015 Annual Meeting

Delmarva Power Conference Center  
4100 South Wakefield Drive  
Newark, Delaware 19702

December 16, 2015 at 10:00 a.m.

\*\*\* Exercise Your *Right to Vote* \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on December 16, 2015.**

**Meeting Information**

**PEPCO HOLDINGS, INC. Meeting Type:** Annual Meeting  
**For holders as of:** October 19, 2015  
**Date:** December 16, 2015 **Time:** 10:00 AM EST  
**Location:** DELMARVA POWER CONFERENCE CENTER  
4100 S. WAKEFIELD DRIVE  
NEWARK, DELAWARE

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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— Before You Vote —

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before December 2, 2015 to facilitate timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

**Vote In Person:** If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.



**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a voting instruction form.

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**Voting Items**

**The Board of Directors recommends you vote**

**FOR the following proposals:**

1. Election of Directors

**Nominees:**

1a. Paul M. Barbas

1b. Jack B. Dunn, IV

1c. H. Russell Frisby, Jr.

1d. Terence C. Golden

1e. Barbara J. Krumsiek

1f. Lawrence C. Nussdorf

1g. Patricia A. Oelrich

1h. Joseph M. Rigby

1i. Lester P. Silverman

2. A proposal to approve, on an advisory basis, Pepco Holdings, Inc.'s executive compensation.

3. A proposal to ratify the appointment, by the Audit Committee of the Board of Directors, of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Pepco Holdings, Inc. for 2015.

**NOTE:** To transact such other business as may properly be brought before the meeting or any adjournment or postponement thereof.

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**Voting Instructions**

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