
**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) July 29, 2015

**Commission
File Number**
1-16169

**Exact Name of Registrant as Specified in Its Charter; State of
Incorporation; Address of Principal Executive Offices;
and Telephone Number**

**IRS Employer
Identification Number**
23-2990190

EXELON CORPORATION

(a Pennsylvania corporation)
10 South Dearborn Street
P.O. Box 805379
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))
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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 (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 (the “Merger Agreement”).

On July 29, 2015, Exelon elected to extend the termination date of the Merger Agreement from July 29, 2015 until October 29, 2015 pursuant to Section 8.2(a) of the Merger Agreement. No other provisions of the Merger Agreement were otherwise amended or waived, and the Merger Agreement remains in full force and effect. A copy of the notice that Exelon provided to PHI concerning the extension is attached as Exhibit 2.1 to this Current Report on Form 8-K.

The proposed merger also remains subject to approval by the public service commission of the District of Columbia. Following the expiration of the U.S. Department of Justice’s review period on December 22, 2014, the Hart-Scott-Rodino Act no longer precludes completion of the merger. Exelon and PHI expect to complete the merger in the third quarter of 2015.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following items are included as Exhibits to this report:

Exhibit No.	Description
2.1	Extension letter dated July 29, 2015

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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 (to be filed July 29, 2015) 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.

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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

Senior Executive Vice President and Chief Financial Officer

Exelon Corporation

July 29, 2015

EXHIBIT INDEX

Exhibit No.	Description
2.1	Extension letter dated July 29, 2015

July 29, 2015

VIA EMAIL AND OVERNIGHT COURIER

Pepco Holdings, Inc.
701 Ninth Street, N.W.
Washington, D.C. 20068
Attention: Kevin C. Fitzgerald
Email: kcfitzgerald@pepcoholdings.com

Dear Kevin:

Reference is made to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of April 29, 2014, as amended and restated on July 18, 2014, among Pepco Holdings, Inc. (the "Company"), Exelon Corporation ("Parent") and Purple Acquisition Corp. ("Merger Sub"). Capitalized terms used and not otherwise defined in this letter (this "Extension Letter") shall have the same meanings ascribed to them in the Merger Agreement.

Pursuant to Section 8.2(a) of the Merger Agreement, Parent elects to extend the Termination Date from July 29, 2015 until October 29, 2015 and this Extension Letter shall serve as the written notice of such election as required by Section 8.2(a). The Termination Date shall now be October 29, 2015.

Nothing contained herein shall operate as an amendment to, or a waiver of, any provision of the Merger Agreement, or otherwise waive or impair any party's rights under the Merger Agreement, which shall continue in full force and effect.

Yours sincerely,

EXELON CORPORATION

/s/ Darryl Bradford

Darryl Bradford
Executive Vice President and General Counsel

cc:

Sullivan & Cromwell
125 Broad Street
New York, NY 10004
Attn: Joseph B. Frumkin
Audra D. Cohen
Email: frumkinj@sullcrom.com
cohen@nullcrom.com