

PEPCO HOLDINGS INC  
Form 8-K  
February 28, 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): February 28, 2014

**PEPCO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-31403**      **52-2297449**  
(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)              File Number)    Identification No.)

**701 Ninth Street, N.W., Washington, DC**                      **20068**  
(Address of principal executive offices)                      (Zip Code)  
Registrant's telephone number, including area code    **(202) 872-2000**

**Not Applicable**

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(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))

**Item 2.02 Results of Operations and Financial Condition.**

On February 28, 2014, Pepco Holdings, Inc. issued a news release announcing its operating results for the fourth quarter of 2013 and the 2013 fiscal year. The news release is furnished as Exhibit 99.1 to this Form 8-K. The information being furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), except as shall be expressly set forth by specific reference in such filing. Exhibit 99.1 is hereby incorporated by reference in response to this Item 2.02.

**Item 7.01 Regulation FD Disclosure.**

The information being furnished pursuant to this Item 7.01, including Exhibit 99.2, shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing. Exhibit 99.2 is hereby incorporated by reference in response to this Item 7.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished herewith:

Exhibit No. Description of Exhibit

99.1 News Release of Pepco Holdings, Inc. dated February 28, 2014

99.2 Pepco Holdings, Inc. Earnings Conference Call Presentation

**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.

PEPCO HOLDINGS, INC.

(Registrant)

Date: February 27, 2014 /s/ FRED BOYLE

Name: Frederick J. Boyle

Title: Senior Vice President  
and Chief Financial Officer

INDEX TO EXHIBITS FURNISHED HEREWITH

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