

EXELON CORP  
Form 8-K/A  
September 30, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

May 3, 2011

Date of Report (Date of earliest event reported)

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

**EXELON CORPORATION**

(a Pennsylvania corporation)

10 South Dearborn Street

IRS Employer  
Identification

Number  
23-2990190

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**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))

**Section 5-Corporate Governance and Management**

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 3, 2011, Exelon held its annual meeting of shareholders. The final results of voting on each of the matters submitted to a vote of security holders during Exelon's annual meeting of shareholders were disclosed in a Current Report on Form 8-K filed on May 5, 2011. Such report is hereby being amended pursuant to Item 5.07(d) to report Exelon's decision in light of the vote as to how frequently Exelon will include a shareholder vote on the compensation of executives in its proxy materials.

Based on its recommendation to shareholders in favor of an annual vote and the vote of approximately 95% of Exelon's shares in favor of an annual vote, the Exelon board of directors has decided to hold the advisory vote on executive compensation annually until the next required vote on the frequency of shareholder votes on the compensation of executives.

\* \* \* \* \*

This Current Report includes 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 these forward-looking statements include those discussed herein as well as those discussed in (1) Exelon's 2010 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 18; (2) Exelon's Second Quarter 2011 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 13; and (3) other factors discussed in filings with the Securities and Exchange Commission by Exelon. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current 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 Current Report.

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/ Matthew F. Hilzinger  
Matthew F. Hilzinger  
Senior Vice President, Chief Financial Officer and  
Treasurer  
Exelon Corporation

September 30, 2011