

EXELON CORP  
Form 8-K  
May 12, 2014

**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**

**May 6, 2014**

**Date of Report (Date of earliest event reported)**

| <b>Commission</b>             | <b>Exact Name of Registrant as Specified in Its Charter;</b>   | <b>IRS Employer</b>                        |
|-------------------------------|--|--|
| <b>File Number</b><br>1-16169 | <b>State of Incorporation; Address of Principal Executive</b><br><b>Offices; and Telephone Number</b><br><b>EXELON CORPORATION</b><br><br><b>(a Pennsylvania corporation)</b><br><br>10 South Dearborn Street<br><br>P.O. Box 805379 | <b>Identification Number</b><br>23-2990190 |

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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 6, 2014, 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:

#### 1. Election of Directors.

|                       | FOR         | AGAINST    | ABSTAIN   | BROKER NON-VOTE |
|-----------------------|-------------|------------|-----------|-----------------|
| Anthony K. Anderson   | 598,541,147 | 10,287,676 | 4,581,143 | 111,984,057     |
| Ann C. Berzin         | 596,680,857 | 12,339,676 | 4,389,433 | 111,984,057     |
| John A. Canning, Jr.  | 582,810,597 | 25,916,520 | 4,682,849 | 111,984,057     |
| Christopher M. Crane  | 596,839,119 | 12,105,363 | 4,465,484 | 111,984,057     |
| Yves C. de Balmann    | 588,477,827 | 20,208,362 | 4,723,777 | 111,984,057     |
| Nicholas DeBenedictis | 584,821,584 | 24,070,597 | 4,517,785 | 111,984,057     |
| Nelson A. Diaz        | 595,160,182 | 13,599,286 | 4,650,498 | 111,984,057     |
| Sue L. Gin            | 591,813,284 | 17,173,036 | 4,423,646 | 111,984,057     |
| Paul L. Joskow        | 596,630,583 | 12,167,400 | 4,611,983 | 111,984,057     |
| Robert J. Lawless     | 582,979,081 | 25,804,700 | 4,626,185 | 111,984,057     |
| Richard W. Mies       | 596,038,301 | 12,751,302 | 4,620,363 | 111,984,057     |
| William C. Richardson | 581,918,121 | 26,978,108 | 4,513,737 | 111,984,057     |
| John W. Rogers, Jr.   | 594,327,233 | 14,580,817 | 4,501,916 | 111,984,057     |
| Mayo A. Shattuck, III | 590,340,214 | 18,601,107 | 4,468,645 | 111,984,057     |
| Stephen D. Steinour   | 583,746,449 | 25,113,955 | 4,549,562 | 111,984,057     |

#### 2. Ratification of PricewaterhouseCoopers LLP as Exelon's Independent Accountant for 2014.

| FOR         | AGAINST   | ABSTAIN   |
|-------------|-----------|-----------|
| 713,158,976 | 8,253,193 | 3,981,854 |

#### 3. The advisory vote on Exelon's 2013 executive compensation.

| FOR         | AGAINST     | ABSTAIN   | BROKER NON-VOTE |
|-------------|-------------|-----------|-----------------|
| 420,155,911 | 184,623,045 | 8,631,010 | 111,984,057     |

#### 4. The approval of Exelon's Senior Executive Annual Incentive Plan.

| FOR | AGAINST | ABSTAIN |
|-----|---------|---------|
|-----|---------|---------|

|             |            |           | <b>BROKER NON-<br/>VOTE</b> |
|-------------|------------|-----------|-----------------------------|
| 576,998,731 | 29,057,584 | 7,353,651 | 111,984,057                 |

**5. The approval of a shareholder proposal regarding executive compensation.**

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER NON-<br/>VOTE</b> |
|------------|----------------|----------------|-----------------------------|
| 39,505,438 | 566,033,785    | 7,870,743      | 111,984,057                 |
|            | * * * * *      |                |                             |

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  
Executive Vice President and Chief Financial  
Officer  
Exelon Corporation

May 12, 2014