

EXELON CORP  
Form S-8  
July 09, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**EXELON CORPORATION**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)  
**10 South Dearborn Street**

**23-2990190**  
(I.R.S. Employer  
Identification No.)

**P.O. Box 805379**  
**Chicago, Illinois**  
(Address of Principal Executive Offices)

**60680-5379**  
(Zip Code)

**EXELON CORPORATION**

**EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Darryl Bradford**

**Senior Vice President and General Counsel**

**Exelon Corporation**

**10 South Dearborn Street**

**P.O. Box 805379**

**Chicago, Illinois 60680-5379**

(Name and address of agent for service)

**(312) 394-7398**

(Telephone number, including area code, of agent for service)

*with a copy to:*

**Patrick R. Gillard, Esquire**

**Ballard Spahr LLP**

**1735 Market Street**

**51st Floor**

**Philadelphia, Pennsylvania 19103**

**215-665-8500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount	Proposed	Proposed	Amount of Registration Fee
	to be Registered(1)	Maximum Offering Price(2)	Maximum Aggregate Offering Price(2)	
Exelon Corporation, Common Stock, no par value(1)	25,000,000 shares	\$30.05	\$751,125,000	\$102,453.45

(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of additional shares of Common Stock issuable under the Exelon Employee Stock Purchase Plan in the event the number of outstanding shares of the Registrant is increased by reason of any stock dividend, stock split, recapitalization, merger, consolidation or reorganization or similar transaction.

(2) Estimated in accordance with Rule 457(c) and (h) promulgated under the Securities Act solely for the purpose of calculating the registration fee, based upon the average of the high and low prices reported for the Common Stock on the New York Stock Exchange on July 5, 2013.

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**EXPLANATORY NOTE**

On April 23, 2013, the shareholders of Exelon Corporation approved an amendment to the Exelon Corporation Employee Stock Purchase Plan (the Plan) to increase the maximum number of shares of common stock authorized for issuance under the Plan by 25,000,000 shares. This Registration Statement on Form S-8 is being filed by Exelon Corporation for the purpose of registering additional securities of the same class as other securities for which a registration statement filed on this form relating to the Plan is effective. Pursuant to General Instruction E of Form S-8, the contents of the following earlier registration statements are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein: Form S-8 filed on May 22, 2001 (File No. 333-61390) and Form S-8 filed on August 10, 2005 (File No. 333-127377).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, filed or to be filed with the Securities and Exchange Commission (the Commission), are incorporated herein by reference:

the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Commission on February 22, 2013;

the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed with the Commission on May 10, 2013;

the Registrant's Current Reports on Form 8-K filed with the Commission on January 4, 2013, January 31, 2013, February 1, 2013, February 25, 2013, April 26, 2013, May 13, 2013, May 17, 2013, and June 11, 2013; and

the description of the Registrant's common stock contained in its Registration Statement on Form 8-A filed with the Commission on October 11, 2000, including any amendment or reports filed for the purpose of updating such description.

In addition, all reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such document. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The statements required to be so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Exelon Corporation Employee Stock Purchase Plan, as amended and restated effective July 1, 2013 (incorporated by reference to Appendix A to the Registrant's Proxy Statement on Schedule 14A filed with the Commission on March 14, 2013).

- 4.2 Amended and Restated Articles of Incorporation of Exelon Corporation, as amended May 8, 2007 (incorporated by reference to Exhibit 3-1-2 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008, filed with the Commission on October 27, 2008).
- 4.3 Exelon Corporation Amended and Restated Bylaws, effective as of March 12, 2012 (incorporated by reference to Exhibit 3-1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 14, 2012).
- 5.1 Opinion of Ballard Spahr LLP (filed herewith).
- 23.1 Consent of PricewaterhouseCoopers LLP (filed herewith).
- 23.2 Consent of Ballard Spahr LLP (contained in Exhibit 5.1).
- 24.1 Power of Attorney (included on the signature page of this Registration Statement).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, Illinois on July 9, 2013.

EXELON CORPORATION

By: /s/ Christopher M. Crane  
 Name: Christopher M. Crane  
 Title: President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher M. Crane or Jonathan W. Thayer and each or any one of them, his true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys in fact and agents, and each of them, full power and authority to perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
By: /s/ Christopher M. Crane	President, Chief Executive Officer and	July 9, 2013
Name: Christopher M. Crane	Director	
By: /s/ Jonathan W. Thayer	Executive Vice President and Chief Financial	July 9, 2013
Name: Jonathan W. Thayer	Officer	
By: /s/ Duane M. DesParte	Senior Vice President and Corporate	July 9, 2013
Name: Duane M. DesParte	Controller	
By: /s/ Anthony K. Anderson	Director	June 28, 2013
Name: Anthony K. Anderson		
By: /s/ Ann C. Berzin	Director	June 26, 2013
Name: Ann C. Berzin		
By: /s/ John A. Canning, Jr.	Director	June 28, 2013
Name: John A. Canning, Jr.		
By: /s/ Yves C. de Balmann	Director	June 26, 2013

Name: Yves C. de Balman

By: /s/ Nicholas DeBenedictis	Director	June 28, 2013
Name: Nicholas DeBenedictis		
By: /s/ Nelson A. Diaz	Director	June 26, 2013
Name: Nelson A. Diaz		
By: /s/ Sue L. Gin	Director	June 26, 2013
Name: Sue L. Gin		
By: /s/ Paul L. Joskow, Ph.D.	Director	June 28, 2013
Name: Paul L. Joskow, Ph.D.		
By: /s/ Robert J. Lawless	Director	June 26, 2013
Name: Robert J. Lawless		
By: /s/ Richard W. Mies	Director	June 26, 2013
Name: Richard W. Mies		
By: /s/ William C. Richardson, Ph.D.	Director	June 26, 2013
Name: William C. Richardson, Ph.D.		
By: /s/ Thomas J. Ridge	Director	June 26, 2013
Name: Thomas J. Ridge		
By: /s/ John W. Rogers, Jr.	Director	July 9, 2013
Name: John W. Rogers, Jr.		
By: /s/ Mayo A. Shattuck III	Director	July 9, 2013
Name: Mayo A. Shattuck III		
By: /s/ Stephen D. Steinour	Director	June 26, 2013
Name: Stephen D. Steinour		



**EXHIBIT INDEX**

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