

EXELON CORP
Form 8-K
February 13, 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

Date of Report (Date of earliest event reported) February 12, 2014

Exact Name of Registrant as Specified in Its Charter;

State of Incorporation; Address of Principal Executive

**Commission File
Number**

1-16169

Offices; and Telephone Number

EXELON CORPORATION

**IRS Employer
Identification Number**

23-2990190

(a Pennsylvania corporation)

10 South Dearborn Street

P.O. Box 805379

Chicago, Illinois 60680-5379

(312) 394-7398

1-1910

BALTIMORE GAS AND ELECTRIC COMPANY

52-0280210

(a Maryland corporation)

2 Center Plaza

110 West Fayette Street

Baltimore, Maryland 21201

(410) 234-5000

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective on February 28, 2014, Kenneth W. DeFontes Jr. will retire as Director, President and Chief Executive Officer of Baltimore Gas and Electric Company (BGE) and will no longer serve as an executive officer of Exelon Corporation (Exelon). Effective on March 1, 2014 Calvin G. Butler Jr. will become a director and Chief Executive Officer of BGE, and he will also become an executive officer of Exelon. Also, Stephen J. Woerner will be promoted to President of BGE and will continue to serve as BGE's Chief Operating Officer. Mr. Butler, age 44, has served as BGE's Senior Vice President, Regulatory and External Affairs since 2013. Before then, he served as Senior Vice President, Corporate Affairs, of Exelon from 2011-2013, Senior Vice President, Human Resources, of Exelon from 2010-2011, and Senior Vice President, Corporate Affairs, at Commonwealth Edison Company from 2009-2010. Mr. Woerner, age 46, has served as BGE's Chief Operating Officer since 2012 and as a Senior Vice President of BGE since 2009. He also served as Vice President and Chief Integration Officer of Constellation Energy Group, Inc. (Constellation) from 2011-2012, Vice President and Chief Information Officer of Constellation from 2010-2011, Vice President, Transformation of Constellation, from 2009-2010, and Senior Vice President, Gas and Electric Operations and Planning of BGE from 2007-2009.

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This combined Form 8-K is being furnished separately by Exelon and Baltimore Gas and Electric Company (Registrants). Information contained herein relating to any individual Registrant has been furnished by such Registrant on its own behalf. No Registrant makes any representation as to information relating to any other Registrant.

This Current 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 the Registrants include those factors discussed herein, as well as the items discussed in (1) Exelon's 2012 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 19; (2) Exelon's Third Quarter 2013 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors; (b) Part I, 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 18; and (3) other factors discussed in filings with the SEC by the Registrants. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this Current Report. None of the Registrants undertakes 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, each 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

BALTIMORE GAS AND ELECTRIC COMPANY

/s/ Carim V. Khouzami
Carim V. Khouzami
Senior Vice President, Chief Financial Officer and
Treasurer
Baltimore Gas and Electric Company

February 12, 2014