

EXELON CORP
Form 8-K
September 19, 2005

**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

September 19, 2005

Date of Report (Date of earliest event reported)

| Commission File Number | Exact Name of Registrant as Specified in Its Charter; State of Incorporation; Address of Principal Executive Offices; and Telephone Number | IRS Employer Identification Number |
|------------------------|--|------------------------------------|
| 1-16169 | EXELON CORPORATION (a Pennsylvania corporation) 10 South Dearborn Street 37th Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-7398 | 23-2990190 |
| 1-1839 | COMMONWEALTH EDISON COMPANY (an Illinois corporation) 10 South Dearborn Street 37 Floor P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-4321 | 36-0938600 |
| 1-1401 | PECO ENERGY COMPANY (a Pennsylvania corporation) P.O. Box 8699 2301 Market Street Philadelphia, Pennsylvania 19101-8699 (215) 841-4000 | 23-0970240 |
| 333-85496 | EXELON GENERATION COMPANY, LLC (a Pennsylvania limited liability company) 300 Exelon Way Kennett Square, Pennsylvania 19348 (610) 765-6900 | 23-3064219 |

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 7 Regulation FD

Item 7.01. Regulation FD Disclosure

On September 19-20, 2005, Exelon Corporation (Exelon) will conduct meetings with investors using materials previously filed with the Securities and Exchange Commission (SEC) in a Current Report on Form 8-K filed on September 7, 2005. During these meetings, Exelon will affirm its guidance for 2005 adjusted (non-GAAP) operating earnings per share of \$3.00-\$3.15 and for 2006 adjusted (non-GAAP) operating earnings per share of \$3.00-\$3.30. For additional information about the guidance and a reconciliation of adjusted (non-GAAP) operating earnings to GAAP earnings refer to the appendix to the slides included in the September 7, 2005 Form 8-K.

* * * * *

This combined Form 8-K is being furnished separately by Exelon, Commonwealth Edison Company (ComEd), PECO Energy Company (PECO) and Exelon Generation Company, LLC (Generation) (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.

Except for the historical information contained herein, certain of the matters discussed in this Report are 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 a registrant include those factors discussed herein, as well as the items discussed in (a) the Registrants' 2004 Annual Report on Form 10-K ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Business Outlook and the Challenges in Managing Our Business for each of Exelon, ComEd, PECO and Generation, (b) the Registrants' 2004 Annual Report on Form 10-K ITEM 8. Financial Statements and Supplementary Data: Exelon Note 20, ComEd Note 15, PECO Note 14 and Generation Note 16, (c) Exelon's Current Report on Form 8-K filed on May 13, 2005, including those discussed in Exhibit 99.2

Management's Discussion and Analysis of Financial Condition and Results of Operation and Exhibit 99.3 Financial Statements and Supplementary Data, (d) Generation's Current Report on Form 8-K filed on May 13, 2005, including those discussed in Exhibit 99.5 Management's Discussion and Analysis of Financial Condition and Results of Operation and Exhibit 99.6 Financial Statements and Supplementary Data and (e) 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 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 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
COMMONWEALTH EDISON
COMPANY
PECO ENERGY COMPANY
EXELON GENERATION COMPANY,
LLC

/s/ J. Barry Mitchell
J. Barry Mitchell
Senior Vice President, Chief Financial
Officer
and Treasurer

September 19, 2005

D>Name of Nominee For Withheld Non-Votes

Donald L. Dillingham

68,349,480 581,559 3,972,901

Craig Groeschel

68,350,124 580,915 3,972,901

David L. Houston

65,697,849 3,233,190 3,972,901

James D. Palm

67,013,640 1,917,399 3,972,901

Scott E. Streller

59,754,985 9,176,054 3,972,901

Proposal 2

The Company has determined to revise Proposal 2 to provide for an amendment to the Company's restated certificate of incorporation to increase the total number of authorized shares of common stock from 100 million to 200 million, rather than 250 million, as was initially contemplated. Due to the foregoing, the Annual Meeting was adjourned with respect to Proposal 2 to solicit stockholders' votes on the revised Proposal 2. The Annual Meeting will reconvene on July 18, 2013 at 10 a.m. at the Company's corporate offices located at 14313 North May Avenue, Suite 100, Oklahoma City, Oklahoma for the purpose of holding a stockholder vote on the revised Proposal 2. The charter amendment to increase the authorized shares of common stock requires the affirmative FOR vote of a majority of the outstanding shares of the Company's common stock entitled to vote thereon. Abstentions will have the same effect as negative votes in determining whether this proposal was approved by the stockholders. Broker non-votes will not be counted for voting purposes and will have no effect on the result of the vote on this proposal.

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Proposal 3

The proposal to approve the Gulfport Energy Corporation 2013 Restated Stock Incentive Plan was approved. The results of the vote on Proposal 3 were as follows:

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 65,607,477 | 3,264,481 | 59,081 | 3,972,901 |

Proposal 4

The stockholders approved, on an advisory basis, the Company's executive compensation. The results of the vote on Proposal 4 were as follows:

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 43,783,988 | 25,080,317 | 66,734 | 3,972,901 |

Proposal 5

The appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2013 was ratified. The results of the vote on Proposal 5 were as follows:

| For | Against | Abstain | Non-Votes |
|------------|----------------|----------------|------------------|
| 71,187,836 | 1,648,692 | 67,412 | 0 |

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

| Number | Exhibit |
|---------------|---|
| 10.1 | Consulting Agreement, effective as of June 14, 2013, by and between the Company and Mike Liddell. |

SIGNATURE

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 thereunto duly authorized.

GULFPORT ENERGY CORPORATION

Date: June 19, 2013

By: /s/ MICHAEL G. MOORE

Michael G. Moore
Chief Financial Officer

Exhibit Index

| Number | Exhibit |
|---------------|---|
| 10.1 | Consulting Agreement, effective as of June 14, 2013, by and between the Company and Mike Liddell. |