

**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**

July 12, 2012

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 P.O. Box 805379 Chicago, Illinois 60680-5379 (312) 394-7398	23-2990190
333-85496	EXELON GENERATION COMPANY, LLC (a Pennsylvania limited liability company) 300 Exelon Way Kennett Square, Pennsylvania 19348-2473 (610) 765-5959	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 8 – Other Events

Item 8.01 Other Events.

On July 12, 2012, Exelon Generation Company, LLC (Generation) announced the expiration at midnight, New York City time, on July 11, 2012 (Expiration Date), of its private exchange offers to certain eligible holders to exchange any and all of the outstanding 7.60% Senior Notes due 2032 (CUSIP No. 210371 AF7) (Old Notes) of its parent Exelon Corporation (Exelon) (which were assumed by Exelon from Constellation Energy Group, Inc.), for:

- Generation's newly issued 4.25% Senior Notes due 2022 (the New 2022 Notes), plus a cash payment (2022 Exchange Offer); and
- Generation's newly issued 5.60% Senior Notes due 2042 (the New 2042 Notes, and together with the New 2022 Notes, the New Notes), plus a cash payment (the 2042 Exchange Offer, and together with the 2022 Exchange Offer, the Exchange Offer).

As of the Expiration Date, according to D.F. King & Co., Inc., the exchange agent for the Exchange Offer, the aggregate principal amount of Old Notes validly tendered and not withdrawn in the 2022 Exchange Offer at or prior to the Expiration Date was \$204,159,000. This amount includes \$55,000 aggregate principal amount of Old Notes tendered in the 2022 Exchange Offer after 5:00 p.m. New York City time on June 26, 2012 (Early Participation Date), but at or prior to the Expiration Date, and \$204,104,000 principal amount of Old Notes previously accepted for exchange by Generation in the 2022 Exchange Offer and exchanged on June 28, 2012 (Early Settlement Date). As of the Expiration Date, according to D.F. King & Co., Inc., the aggregate principal amount of Old Notes validly tendered and not withdrawn in the 2042 Exchange Offer at or prior to the Expiration Date was \$237,938,000. This amount includes \$1,135,000 aggregate principal amount of Old Notes tendered in the 2042 Exchange Offer after the Early Participation Date, but at or prior to the Expiration Date, and \$236,803,000 principal amount of Old Notes previously accepted for exchange by Generation in the 2042 Exchange Offer and exchanged on the Early Settlement Date. Generation expects to settle the Exchange Offer for Old Notes tendered for exchange after the Early Participation Date, but at or prior to the Expiration Date, on July 13, 2012.

The Exchange Offer was made in the United States to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside to United States to non-U.S. persons in reliance on Regulation S under the Securities Act, subject to market and other conditions.

A copy of the press release announcing the expiration of the Exchange Offer is attached hereto and incorporated by reference as Exhibit 99.1

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the New Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Exelon and Generation on July 12, 2012 announcing the expiration of the Exchange Offer.

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This combined Form 8-K is being furnished separately by Exelon and 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.

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 factors discussed herein, as well as the items discussed in (1) Exelon's 2011 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) Constellation Energy Group's 2011 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 12; (3) the Registrant's First Quarter 2012 Quarterly Report on Form 10-Q in (a) Part II, Other Information, ITEM 1A. Risk Factors and (b) Part I, Financial Information, ITEM 1. Financial Statements: Note 15; and (4) 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, 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

EXELON GENERATION COMPANY, LLC

/s/ Andrew L. Good

Andrew L. Good
Senior Vice President and Chief Financial Officer
Exelon Generation Company, LLC

July 12, 2012

EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

**EXELON GENERATION ANNOUNCES EXPIRATION
OF EXCHANGE OFFERS**

CHICAGO (July 12, 2012) — Exelon Generation Company, LLC (Generation) announced today the expiration at midnight New York City time on July 11, 2012 (Expiration Date), of its private offers to certain eligible holders to exchange any and all of the outstanding 7.60% Senior Notes due 2032 (CUSIP No. 210371 AF7) (Old Notes) of its parent Exelon Corporation (Exelon) (which were assumed by Exelon from Constellation Energy Group, Inc.), for:

- Generation's newly issued 4.25% Senior Notes due 2022 (the New 2022 Notes), plus a cash payment (2022 Exchange Offer); and
- Generation's newly issued 5.60% Senior Notes due 2042 (the New 2042 Notes, and together with the New 2022 Notes, the New Notes), plus a cash payment (the 2042 Exchange Offer, and together with the 2022 Exchange Offer, the Exchange Offer).

The complete terms and conditions of the Exchange Offer were set forth in a confidential offering memorandum dated June 13, 2012, and related letter of transmittal.

As of the Expiration Date, according to D.F. King & Co., Inc., the exchange agent for the Exchange Offer, the aggregate principal amount of Old Notes validly tendered and not withdrawn in the 2022 Exchange Offer at or prior to the Expiration Date was \$204,159,000. This amount includes \$55,000 aggregate principal amount of Old Notes tendered in the 2022 Exchange Offer after 5:00 p.m. New York City time on June 26,

2012 (Early Participation Date), but at or prior to the Expiration Date, and \$204,104,000 principal amount of Old Notes previously accepted for exchange by Generation in the 2022 Exchange Offer and exchanged on June 28, 2012 (Early Settlement Date). As of the Expiration Date, according to D.F. King & Co., Inc., the aggregate principal amount of Old Notes validly tendered and not withdrawn in the 2042 Exchange Offer at or prior to the Expiration Date was \$237,938,000. This amount includes \$1,135,000 aggregate principal amount of Old Notes tendered in the 2042 Exchange Offer after the Early Participation Date, but at or prior to the Expiration Date, and \$236,803,000 principal amount of Old Notes previously accepted for exchange by Generation in the 2042 Exchange Offer and exchanged on the Early Settlement Date. Generation expects to settle the Exchange Offer for Old Notes tendered for exchange after the Early Participation Date, but at or prior to the Expiration Date, on July 13, 2012 (Final Settlement Date).

Holders of Old Notes who tendered for exchange after the Early Participation Date, but at or prior to the Expiration Date, participating in the Exchange Offer will receive a net interest cash payment (as calculated in accordance with the confidential offering memorandum) for each \$1,000 principal amount of Old Notes exchanged, which amount represents interest payable on such Old Notes up to, but not including, the Final Settlement Date, less interest accrued on the applicable series of New Notes issued in exchange therefor up to, but not including, the Final Settlement Date.

The New 2022 Notes to be issued on the Final Settlement Date will constitute a further issuance of, and form a single series with, the 4.25% Senior Notes due 2022 that Generation issued for cash on June 18, 2012, in the original aggregate principal amount of \$275,000,000 (Original 2022 Notes) and the New 2022 Notes issued on the Early Settlement Date in connection with the 2022 Exchange Offer, in the original aggregate principal amount of \$248,237,000. The New 2042 Notes to be issued on the Final Settlement Date will constitute a further issuance of, and form a single series with, the 5.60% Senior Notes due 2042 that Generation issued for cash on June 18, 2012, in the original aggregate principal amount of \$500,000,000 (Original 2042 Notes, and together with the Original 2022 Notes, Original Notes) and the New 2042 Notes issued on the Early Settlement Date in connection with the 2042 Exchange Offer, in the original aggregate principal amount of \$286,830,000.

The New Notes have not been registered under the Securities Act of 1933 or any state securities laws. The New Notes may not be offered or sold in the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933 and applicable state securities laws. Generation has entered into a registration rights agreement with respect to the New Notes and the Original Notes.

The Exchange Offer was only made to qualified institutional buyers pursuant to Rule 144A and outside the United States in accordance with Regulation S under the Securities Act of 1933, as amended (the Securities Act). This press release does not constitute an offer to sell or the solicitation of an offer to buy the New Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

Forward Looking Statements

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which 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 (1) those factors discussed in the following sections of our 2011 Annual Report on Form 10-K: (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) those factors discussed in the following section of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012: (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 15 and (3) other factors discussed in filings with the Securities and Exchange Commission (SEC) by Exelon Corporation and Exelon Generation Company, LLC (Companies). Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this press release. Neither of the Companies undertakes any obligation to publicly release any revision to its forward-looking statements to reflect events or circumstances after the date of this press release.

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Exelon Corporation (NYSE:EXC) is the nation's leading competitive energy provider, with approximately \$33 billion in annual revenues. Headquartered in Chicago, Exelon has operations and business activities in 47 states, the District of Columbia and Canada. Exelon is the largest competitive U.S. power generator, with approximately 35,000 megawatts of owned capacity comprising one of the nation's cleanest and lowest-cost power generation fleets. The company's Constellation business unit provides energy products and services to approximately 100,000 business and public sector customers and approximately 1 million residential customers. Exelon's utilities deliver electricity and natural gas to more than 6.6 million customers in central Maryland (BGE), northern Illinois (ComEd) and southeastern Pennsylvania (PECO).