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 21, 2016 Date of Report (Date of earliest event reported)

Commission File Number	Incorporation; Address of Principal Executive Offices; and Telephone Number	IRS Employer Identification Number
1-16169	EXELON CORPORATION	23-2990190
	(a Pennsylvania corporation)	
	10 South Dearborn Street	
	P.O. Box 805379	
	Chicago, Illinois 60680-5379	
	(800) 483-3220	
333-85496	EXELON GENERATION COMPANY, LLC	23-3064219
	(a Pennsylvania limited liability company)	
	300 Exelon Way	
	Kennett Square, Pennsylvania 19348-2473	
	(610) 765-5959	
1-1839	COMMONWEALTH EDISON COMPANY	36-0938600
	(an Illinois corporation)	
	440 South LaSalle Street	
	Chicago, Illinois 60605-1028	
	(312) 394-4321	
000-16844	PECO ENERGY COMPANY	23-0970240
	(a Pennsylvania corporation)	
	P.O. Box 8699	
	2301 Market Street	
	Philadelphia, Pennsylvania 19101-8699	
	(215) 841-4000	
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	
001-31403	PEPCO HOLDINGS LLC	52-2297449
	(a Delaware limited liability company)	
	701 Ninth Street, N.W.	
	Washington, D.C. 20068	
	(202)872-2000	
001-01072	POTOMAC ELECTRIC POWER COMPANY	53-0127880
	(a District of Columbia and Virginia corporation)	
	701 Ninth Street, N.W.	
	Washington, D.C. 20068	
	(202)872-2000	
001-01405	DELMARVA POWER & LIGHT COMPANY	51-0084283
	(a Delaware and Virginia corporation)	
	500 North Wakefield Drive, 2 nd Floor	
	Newark, DE 19702	
	(202)872-2000	
001-03559	ATLANTIC CITY ELECTRIC COMPANY	21-0398280
	(a New Jersey corporation)	
	500 North Wakefield Drive, 2nd Floor	
	Newark, DE 19702	
	(202)872-2000	

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)

Dere-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Dere-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 21, 2016, Exelon Corporation (Exelon) made available a presentation to be used for outreach to investors. A copy of the presentation is attached hereto as Exhibit 99.1. This Form 8-K and the attached exhibits are provided under Items 7.01 and 9.01 of Form 8-K and are furnished to, but not filed with, the Securities and Exchange Commission.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Shareholder outreach presentation

This combined Current Report on Form 8-K is being furnished separately by Exelon, Exelon Generation Company, LLC, Commonwealth Edison Company, PECO Energy Company, Baltimore Gas and Electric Company, Pepco Holdings LLC (PHI), Potomac Electric Power Company, Delmarva Power & Light Company, and Atlantic City 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 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 Registrants include those factors discussed herein, as well as the items discussed in (1) Exelon's 2015 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 23; (2) PHI's 2015 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 23; (2) PHI's 2015 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 16; (3) Exelon's Second Quarter 2016 Quarterly Report on Form 10-Q (to be filed on August 9, 2016) in (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 18 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 to reflect events or circumstances after the date of this 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 Senior Executive Vice President and Chief Financial Officer Exelon Corporation

EXELON GENERATION COMPANY, LLC

/s/ Bryan P. Wright Bryan P. Wright Senior Vice President and Chief Financial Officer Exelon Generation Company, LLC

COMMONWEALTH EDISON COMPANY

/s/ Joseph R. Trpik, Jr. Joseph R. Trpik, Jr. Senior Vice President, Chief Financial Officer and Treasurer Commonwealth Edison Company

PECO ENERGY COMPANY

/s/ Phillip S. Barnett Phillip S. Barnett Senior Vice President, Chief Financial Officer and Treasurer PECO Energy Company

BALTIMORE GAS AND ELECTRIC COMPANY

/s/ David M. Vahos David M. Vahos Senior Vice President, Chief Financial Officer and Treasurer

PEPCO HOLDINGS LLC

Baltimore Gas and Electric Company

/s/ Donna J. Kinzel

Donna J. Kinzel Senior Vice President, Chief Financial Officer and Treasurer, Pepco Holdings LLC

POTOMAC ELECTRIC POWER COMPANY

/s/ Donna J. Kinzel

Donna J. Kinzel Senior Vice President, Chief Financial Officer and Treasurer, Potomac Electric Power Company

DELMARVA POWER & LIGHT COMPANY

/s/ Donna J. Kinzel

Donna J. Kinzel Senior Vice President, Chief Financial Officer and Treasurer, Delmarva Power & Light Company

ATLANTIC CITY ELECTRIC COMPANY

/s/ Donna J. Kinzel Donna J. Kinzel Senior Vice President, Chief Financial Officer and Treasurer, Atlantic City Electric Company

September 21, 2016

EXHIBIT INDEX

Exhibit Description

99.1 Shareholder outreach presentation

Exelon Corporation Shareholder Outreach

Fall 2016



Cautionary Statements Regarding Forward-Looking Information

This presentation 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 Exelon Corporation, Exelon Generation Company, LLC, Commonwealth Edison Company, PECO Energy Company, Baltimore Gas and Electric Company, Pepco Holdings LLC (PHI), Potomac Electric Power Company, Delmarva Power & Light Company, and Atlantic City Electric Company (Registrants) include those factors discussed herein, as well as the items discussed in (1) Exelon's 2015 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 23; (2) PHI's 2015 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 16; (3) Exelon's Second Quarter 2016 Quarterly Report on Form 10-0 in (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 18; 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 presentation. 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 presentation.



Exelon: An Industry Leader



Note: All numbers reflect year-end 2015; 2015 revenue is Exelon and PHI combined

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Business Overview

Post Acquisition of Pepco, We Operate in Two Main Businesses

Exelon Generation Exelon Utilities L Constellation **Power Generation** ComEd PECO BGE Customer facing portion One of largest competitive • Power · Power and natural gas Power and natural gas of generation business US power generators, with 3.8 million retail 2.1 million retail • 1.95 million retail Provides energy products approximately customers in northern customers in customers in central and services 32,700 megawatts of Pennsylvania Maryland Illinois to approximately 2 million owned capacity residential, public sector comprising one of the and business customers, nation's cleanest, lowestincluding more than twocost power generation Pepco **Delmarva Power** Atlantic City Electric thirds of the Fortune 100 fleets · Power Power and natural gas · Power • More than 842,000 • 645,000 customers in • 547,000 electric customers in Maryland Delaware and the customers in southern and DC Delmarva Peninsula New Jersey **Exelon Generation** \checkmark #2 in Total Generation Output

243.4

- ✓ #1 in Lowest Carbon Intensity
- ✓ #1 in Retail Load Served (Constellation)

Exelon Utilities

- ✓ #1 in U.S. Utility Customers
- ✓ #4 in Total Capital Expenditures (2016-2018)
- ✓ #4 in Total Utility Rate Base

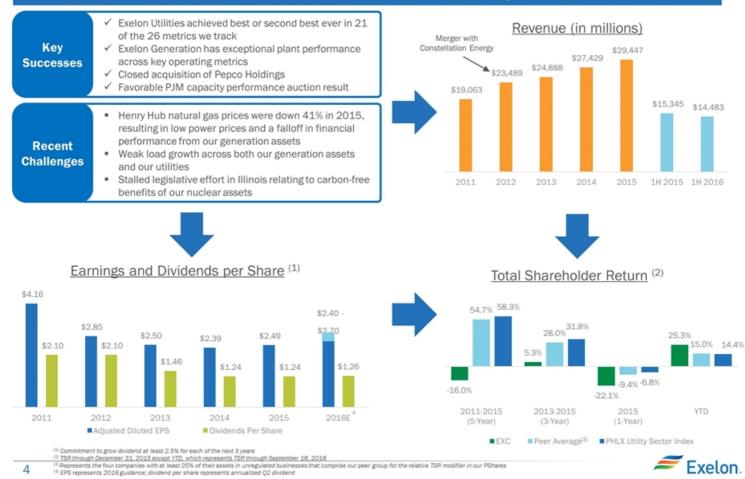
Total Generation Output (TWh) (1)



3 ⁽¹⁾ Includes regulated and non-regulated generation. Source: Benchmarking Air Emissions, July 2015 ⁽²⁾ Excludes EDF's equity ownership share of the CENG Joint Venture 🚝 Exelon.

Performance Update

Our key performance objectives: Stable Growth, Sustainable Earnings and an Attractive Dividend



The Exelon Value Proposition

- Regulated Utility Growth with utility EPS rising 7-9% annually from 2016-2020 and rate base growth of 6.1%, representing an expanding majority of earnings
- ExGen's strong free cash generation will support utility growth while also reducing debt by ~\$3B over the next 5 years

Optimizing ExGen value by:

- · Seeking fair compensation for the zero-carbon attributes of our fleet;
- · Closing uneconomic plants;
- · Monetizing assets; and
- · Maximizing the value of the fleet through our generation to load matching strategy
- Strong balance sheet is a priority with all businesses comfortably meeting investment grade credit metrics through the 2020 planning horizon

Capital allocation priorities targeting:

- Organic utility growth;
- Return of capital to shareholders with 2.5% annual dividend growth through 2018⁽¹⁾;
- Debt reduction; and
- · Modest contracted generation investments





Executive Compensation Overview -- 2015

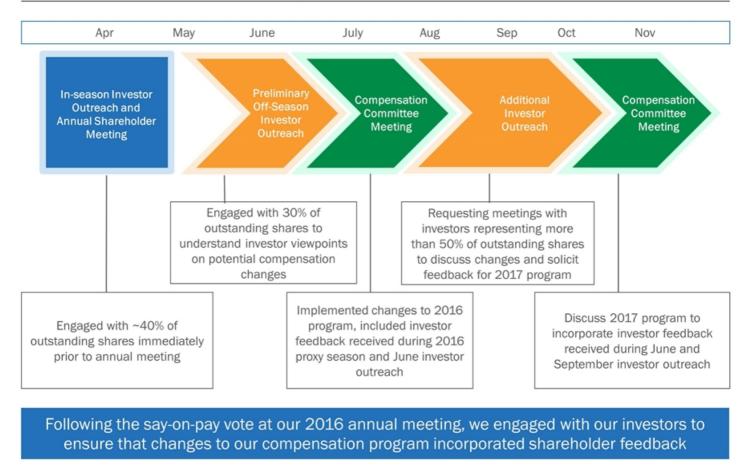
Pay Element	Fixed vs. Variable	Purpose	Performance/ Vesting Period	2015 Performance Measures	Percentage of 2015 CEO Target Direct Compensation
Salary	Fixed	Provide income certainty	N/A	N/A	9.7%
Annual Incentive Plan	Variable	Hold executives accountable for near-term objectives	1 year	Non-GAAP Operating EPS	12.7%
Performance Share Units (PShares)	Variable	Aligns interests of executives with shareholders	3 years (Average of 3 annual performance periods)	Financial goals (60%) Operational goals (40%) Relative TSR modifier	52.0%
Restricted Stock Units	Variable	Enhances retention of key talent and provides ongoing alignment	Vest one-third per year over 3 years	N/A	25.6%

Bold, italics and bordering indicates that structure will change

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Comprehensive Engagement Process



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Exelon NEO Compensation Program Refinements

	Investor Feedback	Program Refinements
Annual Incentive Plan	 Payout was above target when TSR lagged peers EPS metric overlap with LTIP Individual performance multiplier (IPM) is discretionary 	 ✓ Capped payout at target if negative absolute TSR for 12 months ✓ Revised goal weightings to 70% EPS and 30% operational ✓ Eliminated the IPM component
Long-Term Incentive Plan	 One-year measurement periods are too short EPS metrics overlaps with AIP Operational metrics are more appropriate in AIP IPM is discretionary TSR modifier does not have big enough impact 	 Moved PShare measurement periods from annual to 3-year Moved EPS and operational metrics from LTIP to AIP Proposed adoption of new financial metrics tied to value proposition Eliminated the IPM component Amended TSR modifier for PShares Moved from a stair-step approach to a point-for-point approach Removed cap on TSR modifier impact Performance compared to the UTY instead of the four company competitive integrated peer group Payout capped at target if negative absolute TSR for last 12-month measurement period
Other	 2015 CEO target TDC increased 5% when TSR lagged peers Excise tax gross-up on "golden parachute" arrangements Limited disclosure of goal-setting process 	 ✓ Potential to freeze or decrease pay ✓ Removed legacy excise tax gross-up provisions for transactions resulting in change in control ✓ Committed to enhancing disclosure for 2017 proxy
8	Refinements are directly	responsive to investor feedback

Compensation Program is Directly Linked to Strategy

	Compensation Component or Metric
>	 Adjusted Operating EPS Performance measure for the AIP Utility Net Income Proposed new metric for PShares granted in 2017 and later
>	 Exelon FFO/Debt Proposed new metric for PShares granted in 2017 and later
>	 Utility Return on Equity Proposed new metric for PShares granted in 2017 and later
>	 Operational Metrics Outage duration, outage frequency, net fleetwide capacity factor and dispatch match are performance measures for the AIP
>	 Relative TSR — Modifier for PShares grants
	> > > >

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Goals Are Rigorous, Transparent and Aligned with Shareholders

The goal-setting process is competitive and well-defined

- The committee annually reviews components, targets and payouts to ensure that they are challenging, contain appropriate stretch and are designed to mitigate excessive risk
- The committee utilizes both short- and long-term financial and operational results relative to our internal goals as well as a TSR modifier

Target levels are challenging to achieve and drive long-term growth and success

- Set EPS metric to external financial guidance, which assures that the metric is transparent and rewards management only if they are successful in achieving financial results that meet external expectations
- Set operational metrics at challenging levels (i.e., target typically corresponds to top quartile performance) compared to industry standards
- Set return and cash flow metrics (e.g., ROE and FFO/Debt) based on internal business plan
- 2016 EPS targets, which did not incorporate dilutive impact of PHI acquisition, were not adjusted at July Compensation Committee, effectively resulting in more challenging targets for AIP

Additional Information about 2016 Goals and Targets Will be Provided in Next Year's Proxy Statement



Appropriate Peers Based on Industry and Size

Ger	neral Industry Peers	
Company	FY 2015 Revenue	Market Cap ⁽¹⁾
3M Company	30,274	105,806
Alcoa	22,534	12,417
Deere & Company	28,781	25,767
DuPont	25,130	58,798
General Dynamics	31,469	46,021
Hess	6,385	14,584
Honeywell	38,581	86,938
International Paper Company	22,365	20,227
Johnson Controls	37,179	41,689
Northrop Grumman	23,526	37,679
Median	26,955	39,684
Exelon	29,447	31,221
En	ergy Services Peers	
Company	FY 2015 Revenue	Market Cap ⁽¹
American Electric Power	16,453	31,868
Dominion Resources	11,683	47,138
Duke Energy	23,063	54,851
Edison International	11,524	23,809
Entergy Corporation	11,513	14,045
FirstEnergy	14,610	14,027
NextEra Energy	17,486	56,970
PG&E Corporation	16,833	31,460
Public Service Enterprise Group	10,415	21,400

17,489

15,532

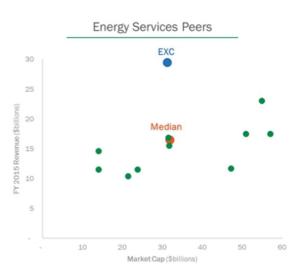
29,447

50,863

31,664

31,221

- · Exelon's peer group includes both industrial and energy services companies, reflecting the competitive reality of Exelon's hiring practices
- While Exelon's market capitalization is in line with both peer sets, Exelon's revenue is nearly 2x the median of its Energy Services peers(2)



Southern Company

Source: Capital IQ ⁽¹⁾ Market cap as of September 16, 2016 ⁽²⁾ Post-PHI revenue will be \$34.5B

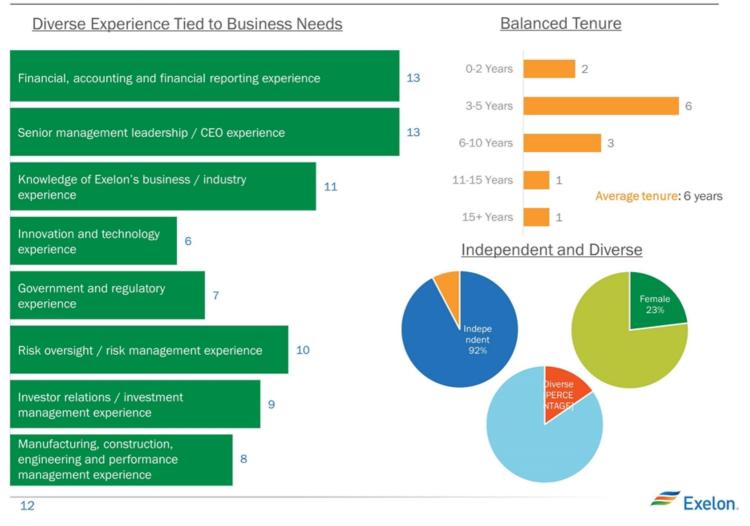
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Median

Exelon

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Director Expertise and Board Attributes



Strong Governance Profile and Practices

Compensation Governance	Corporate Governance
 Significant stock ownership requirements for directors and executive officers 	 Strong history of shareholder engagement, since 2006
✓ Double-trigger change-in-control agreements	 Proxy access on market-standard terms
 Prohibit hedging transactions, short sales, 	 Independent Chairman
derivative transactions or pledging	 Independent directors regularly meet in
 Robust clawback policy 	executive sessions without management
 No employment agreements 	 Annual director elections
	 Majority voting
 No excise tax gross-ups for change-in-control agreements 	 Annual Board evaluations and regular focus on director skills and experiences
 No option re-pricing or buyouts 	 Commitment to Board refreshment
 Use independent compensation consultant 	 Annual in-depth evaluation of management succession and leadership development

 $\checkmark~$ Strong Board oversight of enterprise risk



Commitment to Sustainable Business Practices

OUR MISSION	be the leading diversified energy company — by providing reliable, clean, affordable and innovative argy products			
OUR VISION	 We believe that reliable, clean and affordable energy is essential to a brighter, more sustainable future. That's why we're committed to providing innovation, best-in-class performance and thought leadership 			
OUR PROCESS AND OVERSIGHT	entire Board is engaged in discussions that guide our strategy and approach to sustainability tainability strategy is overseen by our SVP, Corporate Strategy, and Chief Innovation and Sustainability cer with specific oversight from the Corporate Governance Committee to help inform decision-making at highest levels of the company 015, we refreshed our materiality assessment to review and define our key sustainability issues, nning economic, environmental, social and governance considerations			
	KEY SUSTAINABILITY ISSUES			
 The Energy Landscape Achieved significant efficient all types of power generation Added 558 MW of new gene comprising nuclear uprates, combustion turbines and win 	n assets ration, and technology, including smart meter and smart grid • Continued to reduce the average • Partner with MIT and Northwestern			
 Safe, Innovative and Rewardin Workplace Maintained relentless focus performance Hosted annual Innovation Ex- employees from across the or to learn about new technologies 	on safety on saf			

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For more information, please see our Sustainability Report at: http://www.exeloncorp.com/sustainability/interactive-csr

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