
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **May 20, 2011**

PEPCO HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| <u>Delaware</u> (State or other jurisdiction of incorporation) | <u>001-31403</u> (Commission File Number) | <u>52-2297449</u> (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|-----------------------------------|
| <u>701 Ninth Street, N.W., Washington, DC</u> (Address of principal executive offices) | <u>20068</u> (Zip Code) |
|--|-----------------------------------|

| | |
|--|------------------------------|
| Registrant's telephone number, including area code | <u>(202) 872-3526</u> |
|--|------------------------------|

Not Applicable
(Former name or former address, if changed since last report.)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The Annual Meeting of Shareholders was held on May 20, 2011.
- (b) The Company's shareholders elected 12 directors to serve for a term of one year. The votes regarding this proposal were as follows:

For Term Expiring in 2012:

| | Votes Cast For | Votes Withheld | Broker Non-Votes |
|----------------------|---------------------------|---------------------------|-----------------------------|
| Jack B. Dunn, IV | 111,722,762 | 3,802,227 | 49,945,072 |
| Terence C. Golden | 113,220,182 | 2,304,806 | 49,945,072 |
| Patrick T. Harker | 111,687,916 | 3,837,072 | 49,945,072 |
| Frank O. Heintz | 111,747,244 | 3,777,744 | 49,945,072 |
| Barbara J. Krumsiek | 111,696,821 | 3,828,168 | 49,945,072 |
| George F. MacCormack | 113,258,536 | 2,266,452 | 49,945,072 |
| Lawrence C. Nussdorf | 113,255,575 | 2,269,413 | 49,945,072 |
| Patricia A. Oelrich | 113,372,805 | 2,152,183 | 49,945,072 |
| Joseph M. Rigby | 110,250,447 | 5,274,542 | 49,945,072 |
| Frank K. Ross | 111,623,249 | 3,901,739 | 49,945,072 |
| Pauline A. Schneider | 105,856,056 | 9,668,932 | 49,945,072 |
| Lester P. Silverman | 113,334,497 | 2,190,491 | 49,945,072 |

- (c) The Company's shareholders approved, on an advisory (non-binding) basis, the compensation of the named executive officers. The votes regarding this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 105,388,498 | 8,130,376 | 2,006,389 | 49,944,797 |

- (d) The Company's shareholders indicated their preference, on an advisory (non-binding) basis, that the advisory vote on named executive officer compensation be held annually. The votes regarding this proposal were as follows:

| 1 year | 2 years | 3 years | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|----------------|-----------------------------|
| 97,428,984 | 1,676,815 | 14,629,293 | 1,790,176 | 49,944,793 |

In accordance with the results of this vote, the Board of Directors of Pepco Holdings, Inc. determined to implement an annual advisory vote on named executive officer compensation until the next required shareholder vote on the frequency of such votes.

- (e) The Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm of the Company for 2011. The number of shares present and entitled to vote on the proposal was 165,470,060. Adoption of the proposal required the affirmative vote of the holders of a majority of the shares of Pepco Holdings Common Stock present and entitled to vote or 82,735,031 shares. The votes regarding this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|----------------|----------------|-----------------------------|
| 161,873,809 | 2,674,352 | 921,899 | 0 |

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.

PEPCO HOLDINGS, INC.

(Registrant)

Date: May 24, 2011

/s/ A. J. KAMERICK

Name: Anthony J. Kamerick

Title: Senior Vice President and
Chief Financial Officer