

**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 16, 2014**

**PEPCO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-31403**

(Commission  
File Number)

**52-2297449**

(IRS Employer  
Identification No.)

**701 Ninth Street, N.W., Washington, DC**

(Address of principal executive offices)

**20068**

(Zip Code)

Registrant's telephone number, including area code

**(202) 872-2000**

**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))

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

- (a) The 2014 Annual Meeting of Stockholders of Pepco Holdings, Inc. was held on May 16, 2014.
- (b) At the Annual Meeting, PHI's stockholders elected 10 directors, each to serve a one-year term, and until such director's successor is elected and qualified. The final voting results regarding this proposal were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Paul M. Barbas	149,268,207	2,916,604	1,576,372	52,027,383
Jack B. Dunn, IV	148,934,959	3,272,921	1,553,303	52,027,383
H. Russell Frisby, Jr.	150,029,172	2,168,138	1,563,873	52,027,383
Terence C. Golden	149,522,152	2,642,755	1,596,276	52,027,383
Patrick T. Harker	149,321,247	2,879,237	1,560,700	52,027,382
Barbara J. Krumsiek	149,168,864	3,048,390	1,543,929	52,027,383
Lawrence C. Nussdorf	149,215,884	2,954,878	1,590,422	52,027,382
Patricia A. Oelrich	149,958,339	2,275,018	1,527,827	52,027,382
Joseph M. Rigby	146,317,778	5,699,792	1,743,613	52,027,383
Lester P. Silverman	148,993,375	3,208,276	1,559,532	52,027,383

At the Annual Meeting, PHI's stockholders approved, on an advisory (non-binding) basis, a resolution indicating their support for PHI's executive compensation. The final voting results regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
95,956,458	54,849,322	2,955,403	52,027,383

At the Annual Meeting, PHI's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of PHI for 2014. The final voting results regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
200,844,596	3,145,003	1,798,968	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 16, 2014

/s/ JOSEPH M.. RIGBY

Name: Joseph M. Rigby

Title: Chairman, President and  
Chief Executive Officer