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**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 17, 2013**

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**PEPCO HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

<u><b>Delaware</b></u> (State or other jurisdiction of incorporation)	<u><b>001-31403</b></u> (Commission File Number)	<u><b>52-2297449</b></u> (IRS Employer Identification No.)
<u><b>701 Ninth Street, N.W., Washington, DC</b></u> (Address of principal executive offices)		<u><b>20068</b></u> (Zip Code)
Registrant's telephone number, including area code		<u><b>(202) 872-2000</b></u>
<u><b>Not Applicable</b></u> (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 2013 Annual Meeting of Stockholders of Pepco Holdings, Inc. was held on May 17, 2013.
- (b) At the Annual Meeting, PHI's stockholders elected 13 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>Votes Cast For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Jack B. Dunn, IV	140,081,118	7,022,739	50,473,659
H. Russell Frisby, Jr.	144,086,586	3,071,271	50,473,659
Terence C. Golden	144,095,103	3,008,755	50,473,659
Patrick T. Harker	140,160,803	6,943,054	50,473,659
Frank O. Heintz	140,141,641	6,962,216	50,473,659
Barbara J. Krumsiek	139,987,847	7,116,010	50,473,659
George F. MacCormack	143,662,435	3,441,422	50,473,659
Lawrence C. Nussdorf	144,152,780	2,951,078	50,473,659
Patricia A. Oelrich	144,133,190	2,970,667	50,473,659
Joseph M. Rigby	139,545,197	7,558,660	50,473,659
Frank K. Ross	139,956,682	7,147,175	50,473,659
Pauline A. Schneider	143,374,318	3,729,539	50,473,659
Lester P. Silverman	139,920,268	7,183,590	50,473,659

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>
109,152,490	35,161,829	2,789,537	50,473,660

At the Annual Meeting, PHI's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of PHI for 2013. The final voting results regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
193,254,412	3,076,531	1,246,573	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 17, 2013

/s/ JOSEPH M. RIGBY

Name: Joseph M. Rigby

Title: Chairman, President and  
Chief Executive Officer