

EXELON GENERATION CO LLC  
Form 8-K  
July 12, 2012

**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	<b>EXELON CORPORATION</b>  (a Pennsylvania corporation)  10 South Dearborn Street	23-2990190

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333-85496

**EXELON GENERATION COMPANY, LLC**

23-3064219

**(a Pennsylvania limited liability company)**

300 Exelon Way

Kennett Square, Pennsylvania 19348-2473

(610) 765-5959

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Inc., the exchange agent for the Exchange Offer, the aggregate principal amount of Old Notes validly tendered and not withdrawn in the 2022 Exchange Offer at or prior to the Expiration Date was \$204,159,000.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.*

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

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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